

ULTIMATE SPIDER-MAN®

ISSUE

64

CARNAGE: PART 5



BENDIS
BAGLEY
HANNA

MARVEL®

316/1
ISANOVE

The bite of a genetically altered spider granted high school student Peter Parker incredible, arachnid-like powers: strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all-- Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

ULTIMATE SPIDER-MAN

"CARNAGE"

PREVIOUSLY

Peter barely escaped a grueling, dramatic and violent encounter with a childhood friend, Eddie Brock, who turned himself into the monstrosity known as VENOM.

Ten years ago, Peter and Eddie's fathers accidentally invented Venom when they were seeking a biological cure for cancer.

Doctor Curt Conners, Eddie's college professor, in an attempt to regrow a missing limb using lizard DNA strands, accidentally turned himself into a lizard creature. Spider-Man saved Conners and in return, Conners offered Peter Parker his trust and friendship.

After being hurt in battle, Peter Parker comes to Conners for medical help. Conners is left with Parker's miracle Spider-Man blood sample.

Conners contacts Peter and they meet. He asks Peter for permission to experiment on his blood sample in the interests of science. The result of that experimentation is now coming to light...

Gwen Stacy, high school student and houseguest of the Parkers, is dead. She was killed outside their Forest Hills home by a mysterious red monster that has also killed several other people throughout New York City.

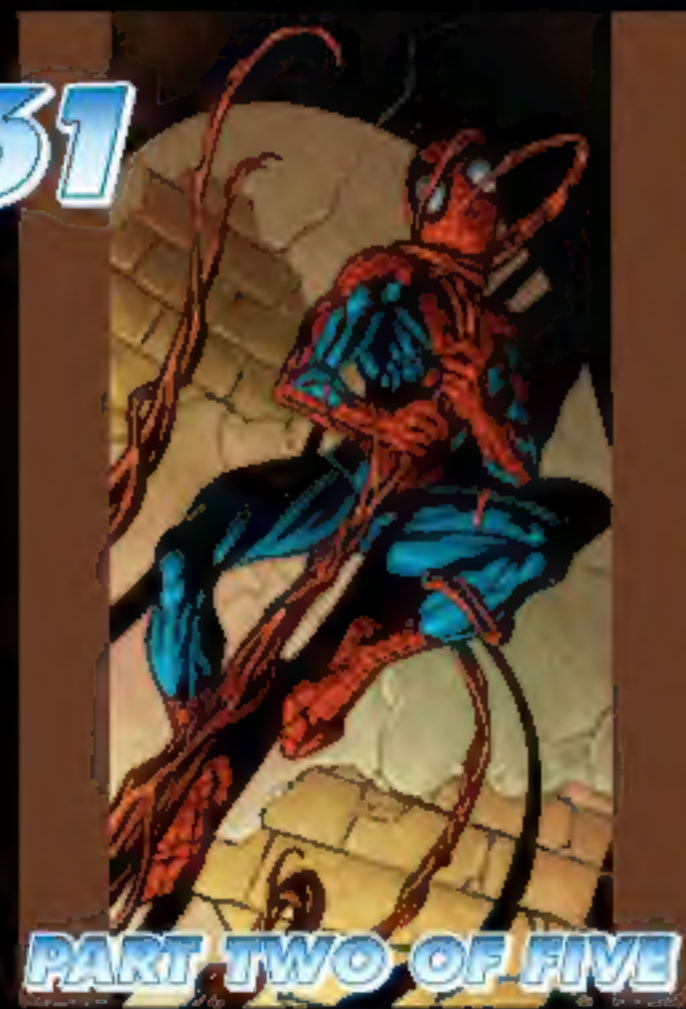
Peter has just confronted Dr. Curt Conners outside Parker's home. Conners admitted that it was his splicing of Peter's DNA with Conners' own that created the crimson creature who slew Gwen Stacy and now stands before them...

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PART ONE OF FIVE

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PART TWO OF FIVE

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PART THREE OF FIVE

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PART FOUR OF FIVE

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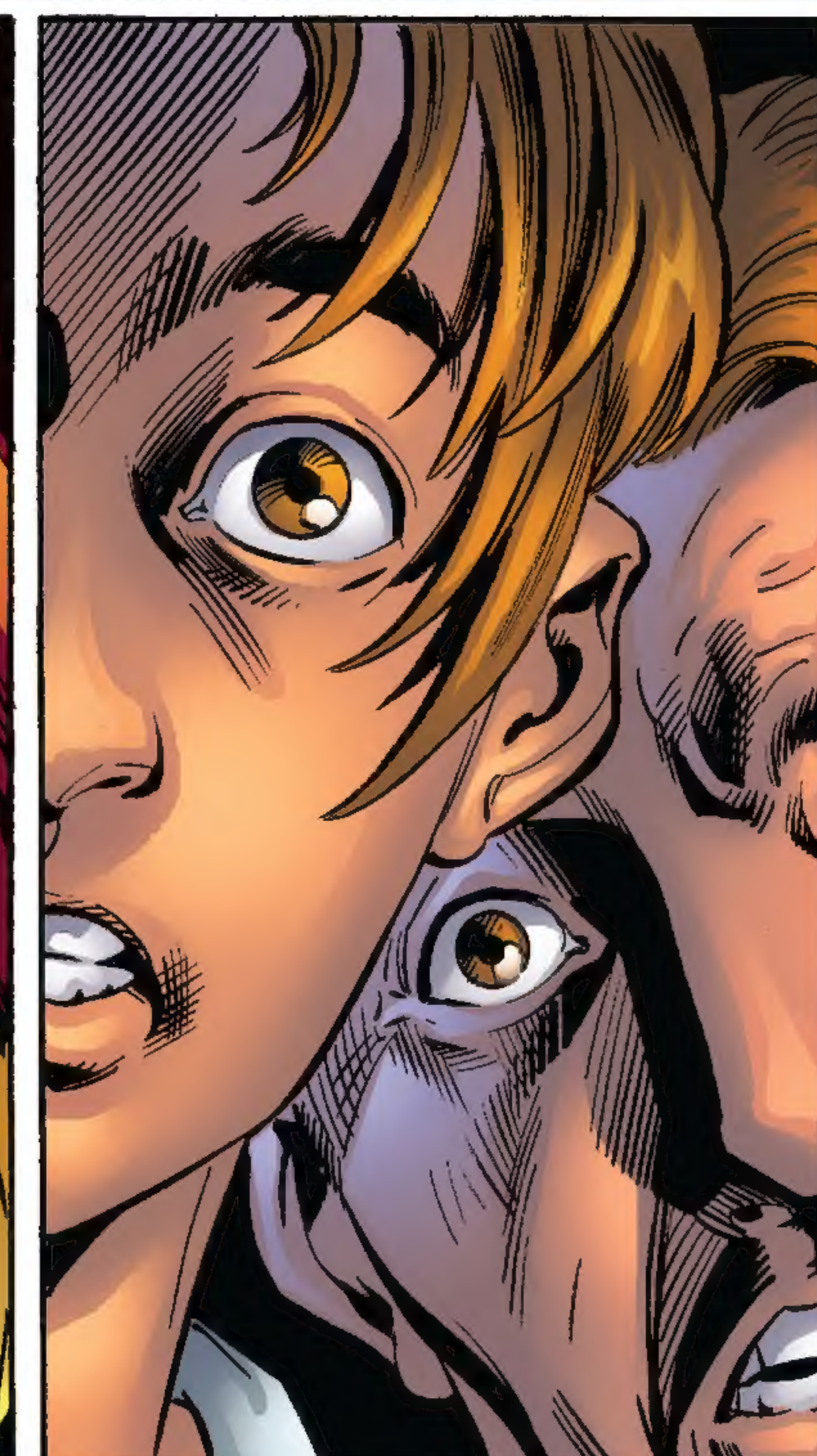
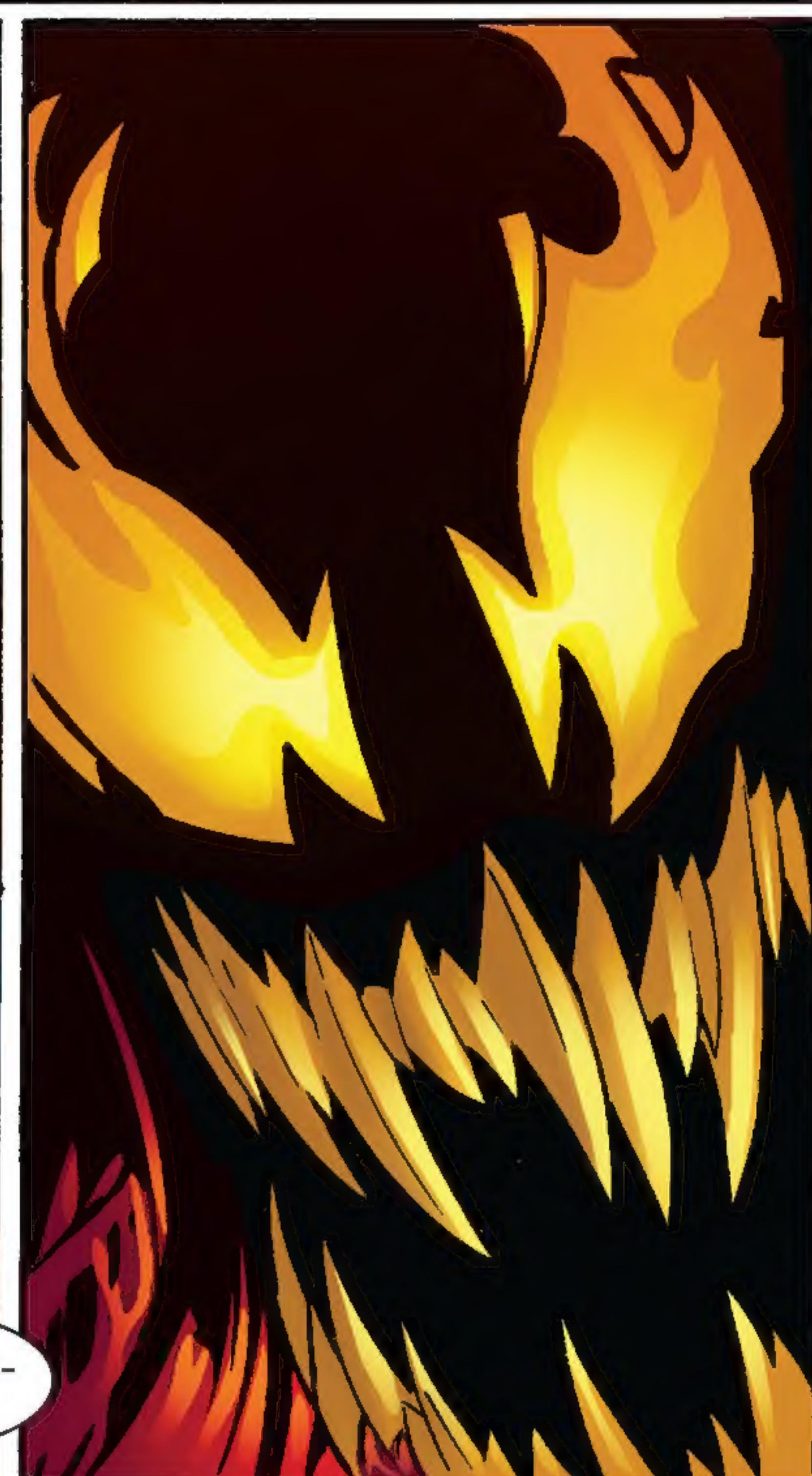
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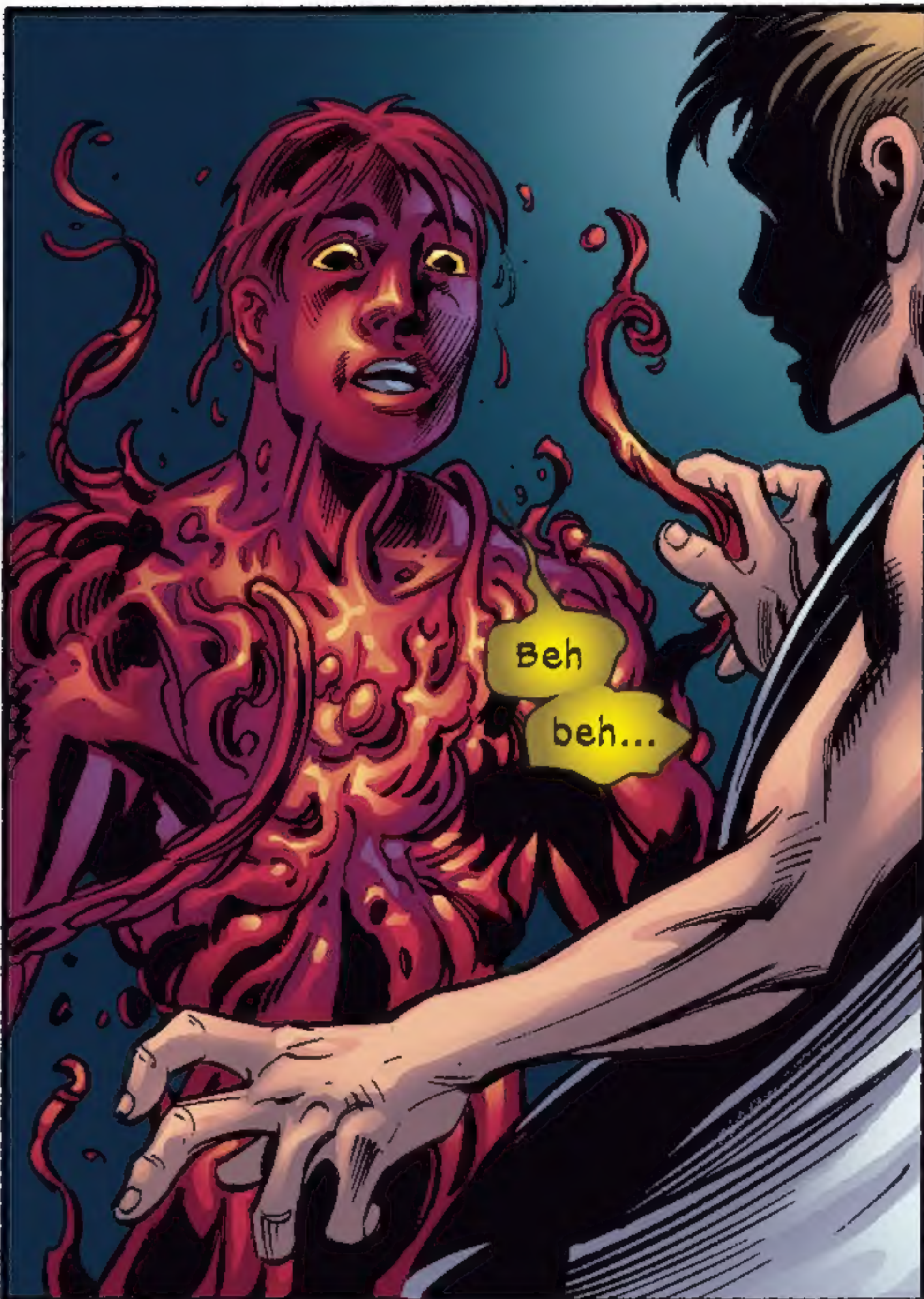
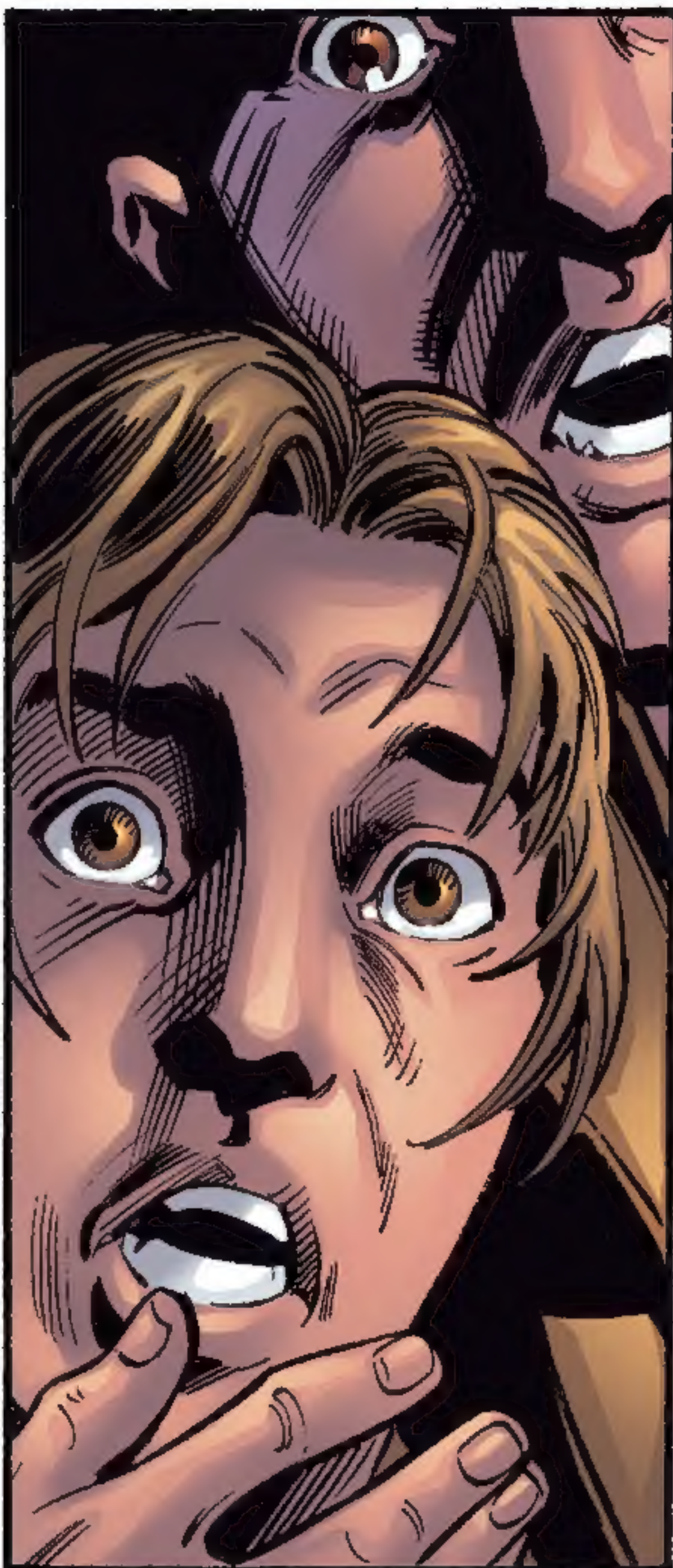
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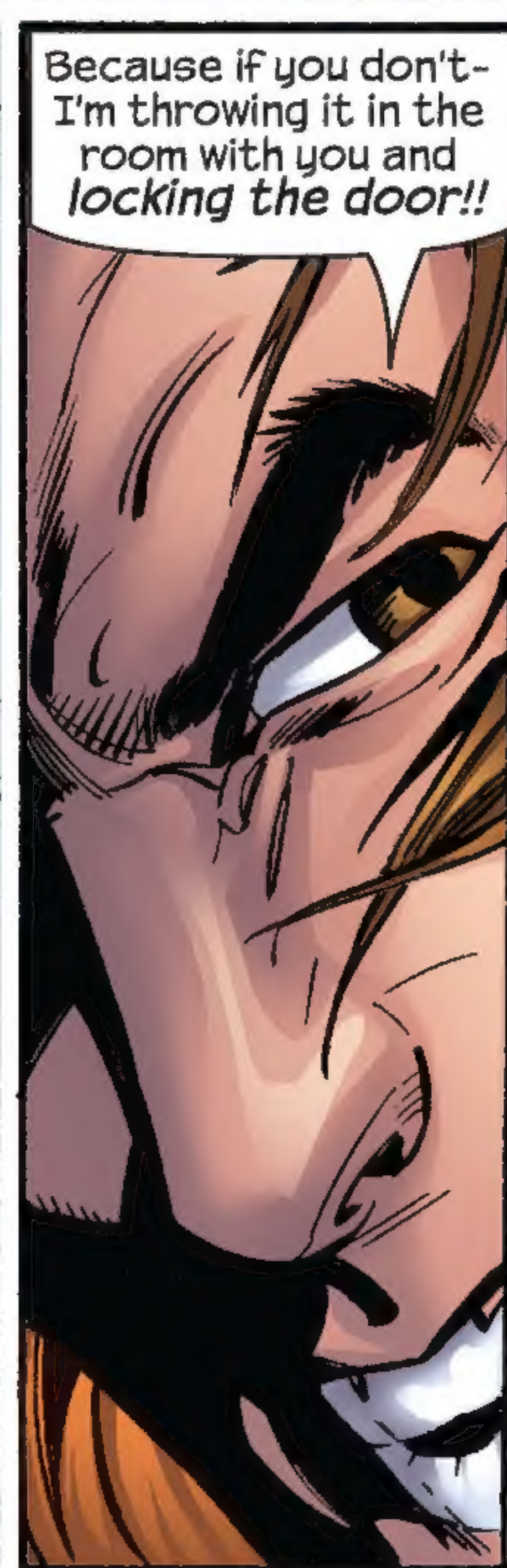
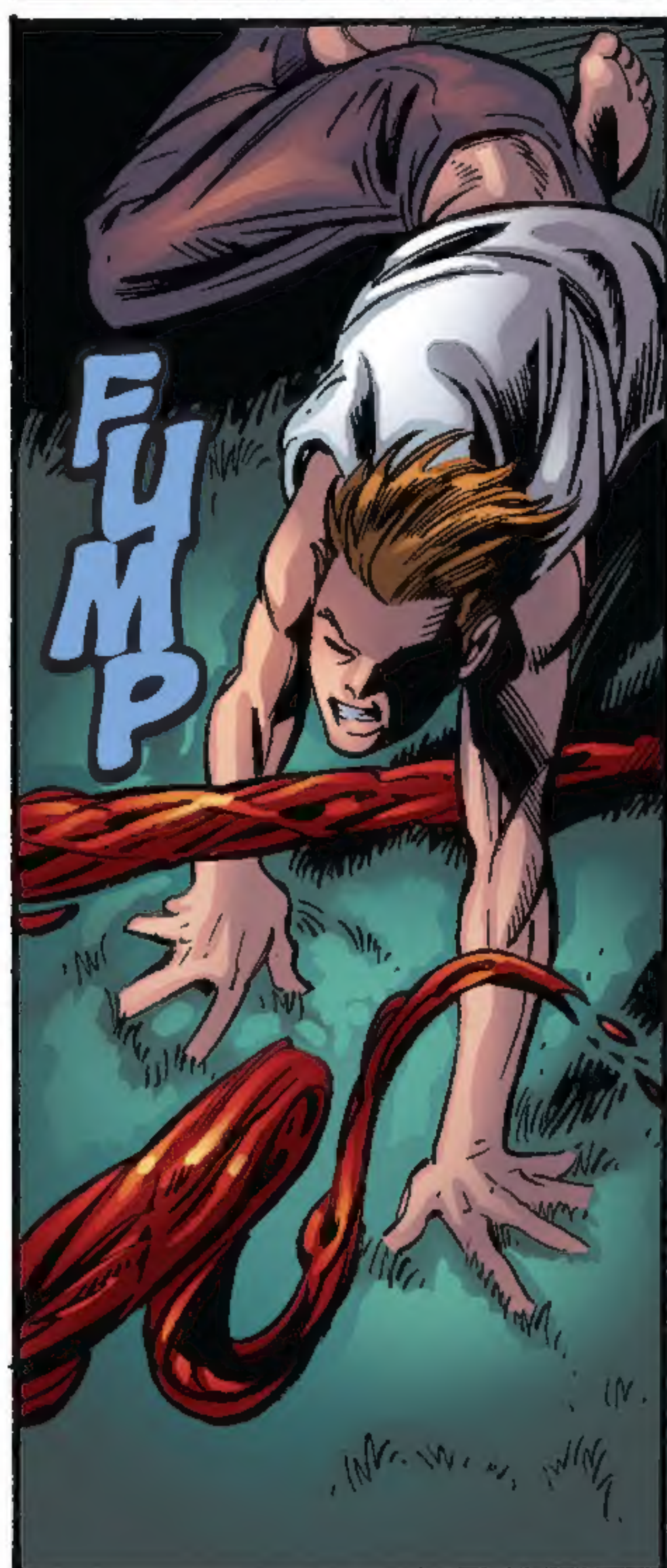
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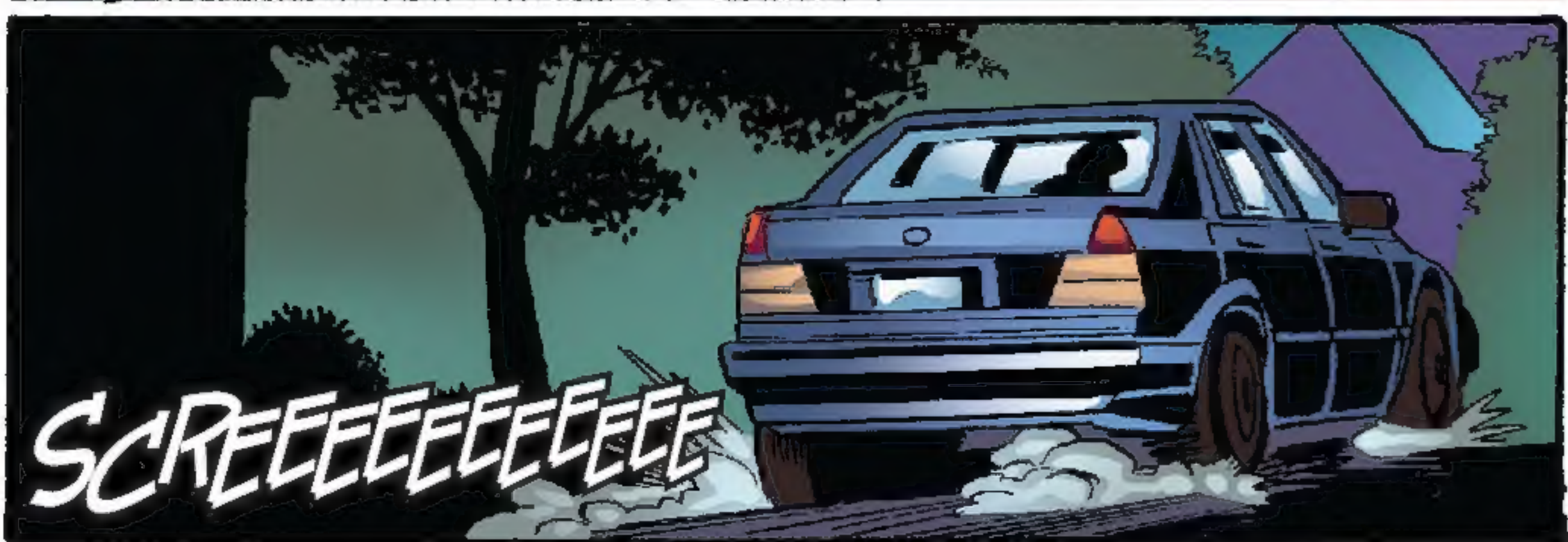
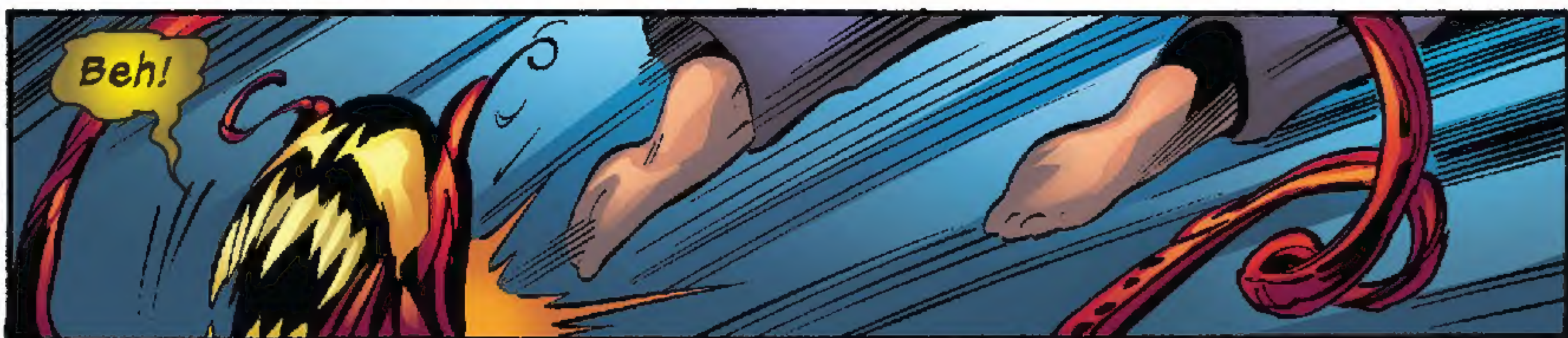
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Four o'clock in the morning!!

I am so tired I don't even know my name. My body is screaming for *sleep*.

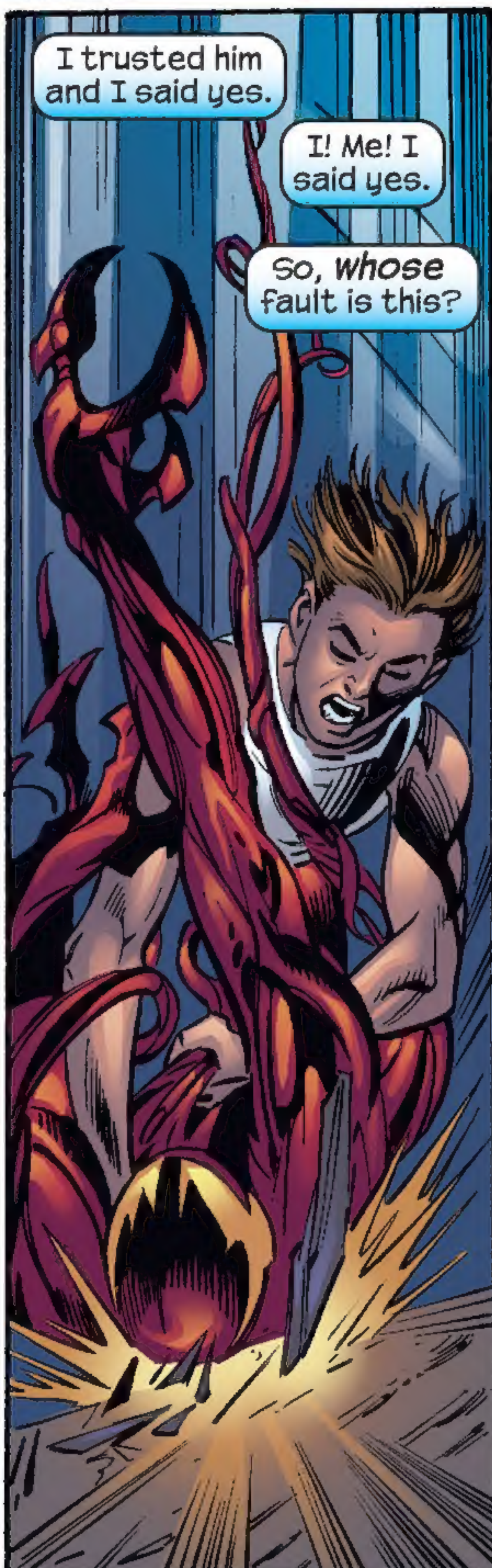
And any way you slice this, it's all my fault.



I *told* Conners he could do this.

(Ah! Gotta keep this thing moving.)

Conners *specifically* asked me if he could poke around with my DNA and I- said- *yes!!*



I trusted him and I said yes.

I! Me! I said yes.

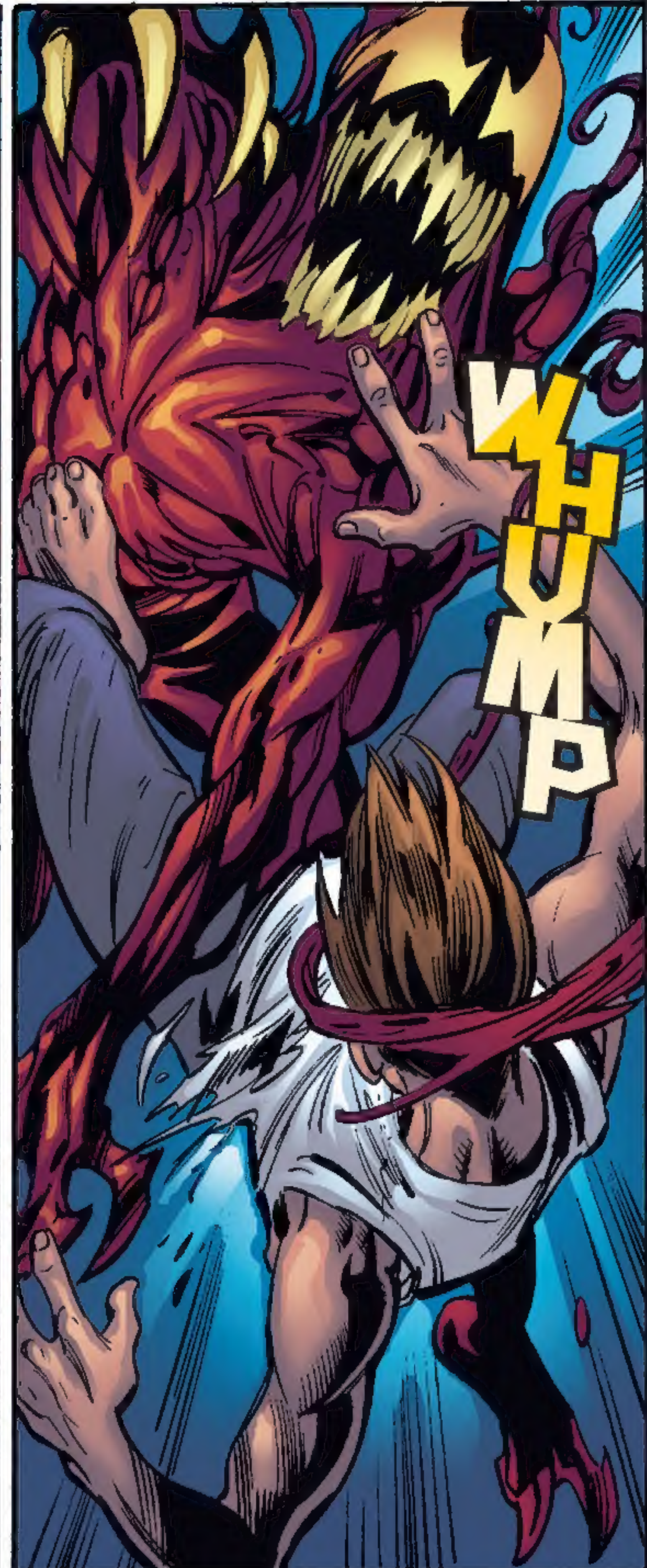
So, *whose* fault is this?



And now this is my-*aaggh!*

Stop it!

And now this is my life.

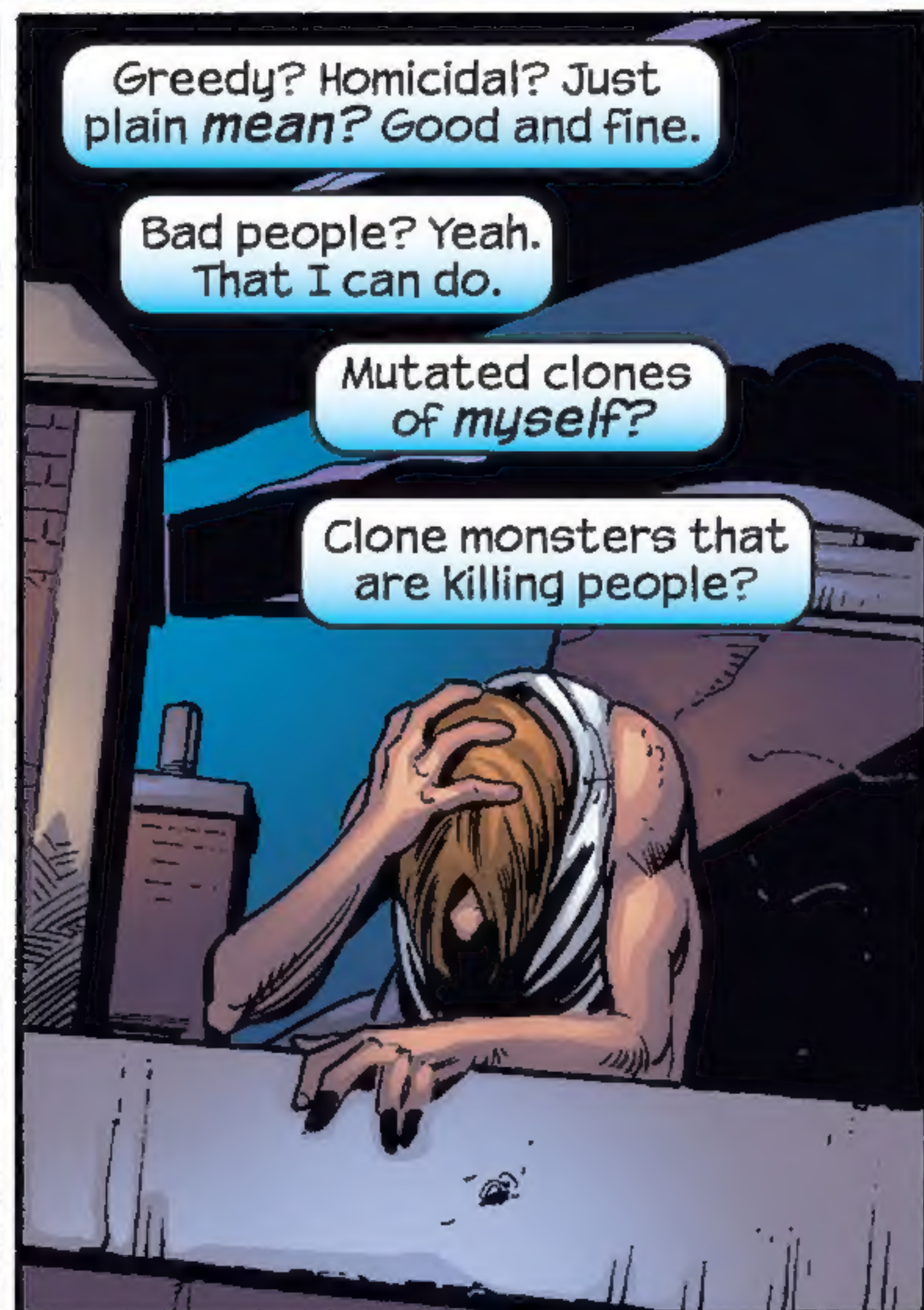


Ow!

I don't want this.

Not one part of it.

Bad guys I can fight.



Greedy? Homicidal? Just plain *mean*? Good and fine.

Bad people? Yeah. That I can do.

Mutated clones of *myself*?

Clone monsters that are killing people?



This is what it has come to?

This is what Spider-Man has brought to the world?

A thing!

With my face on it!

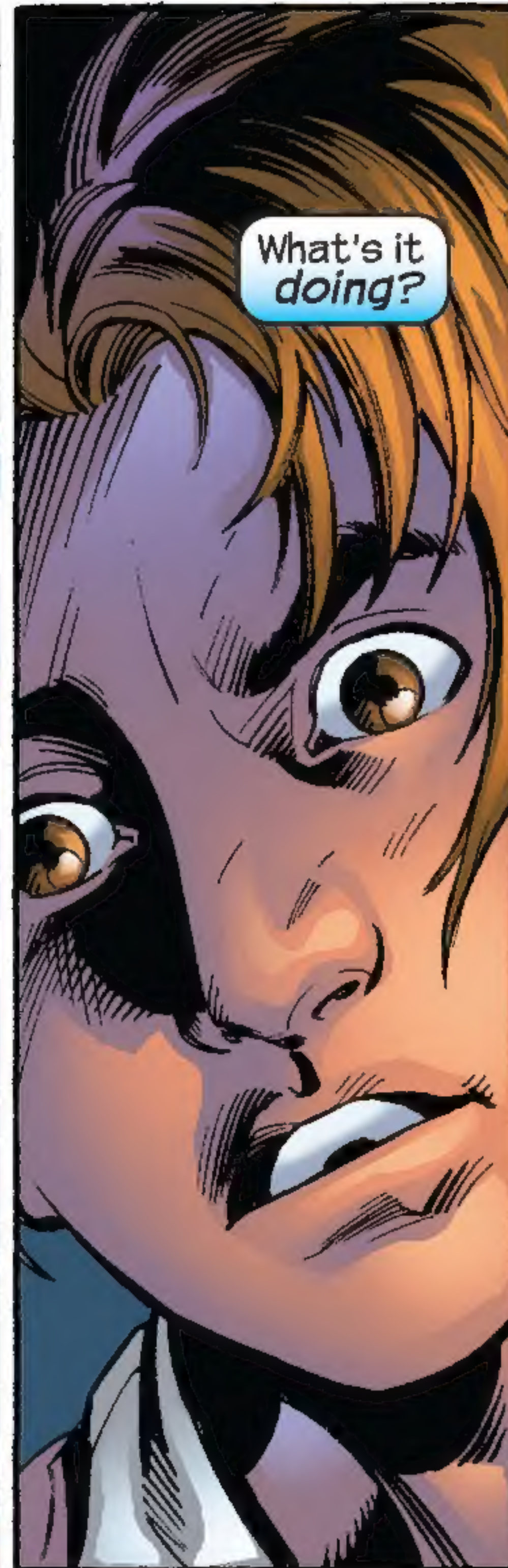
KILLING PEOPLE!!



With great power must also come great responsibility?

I have failed.

I have totally fa- wait- what's wrong with it?



What's it doing?

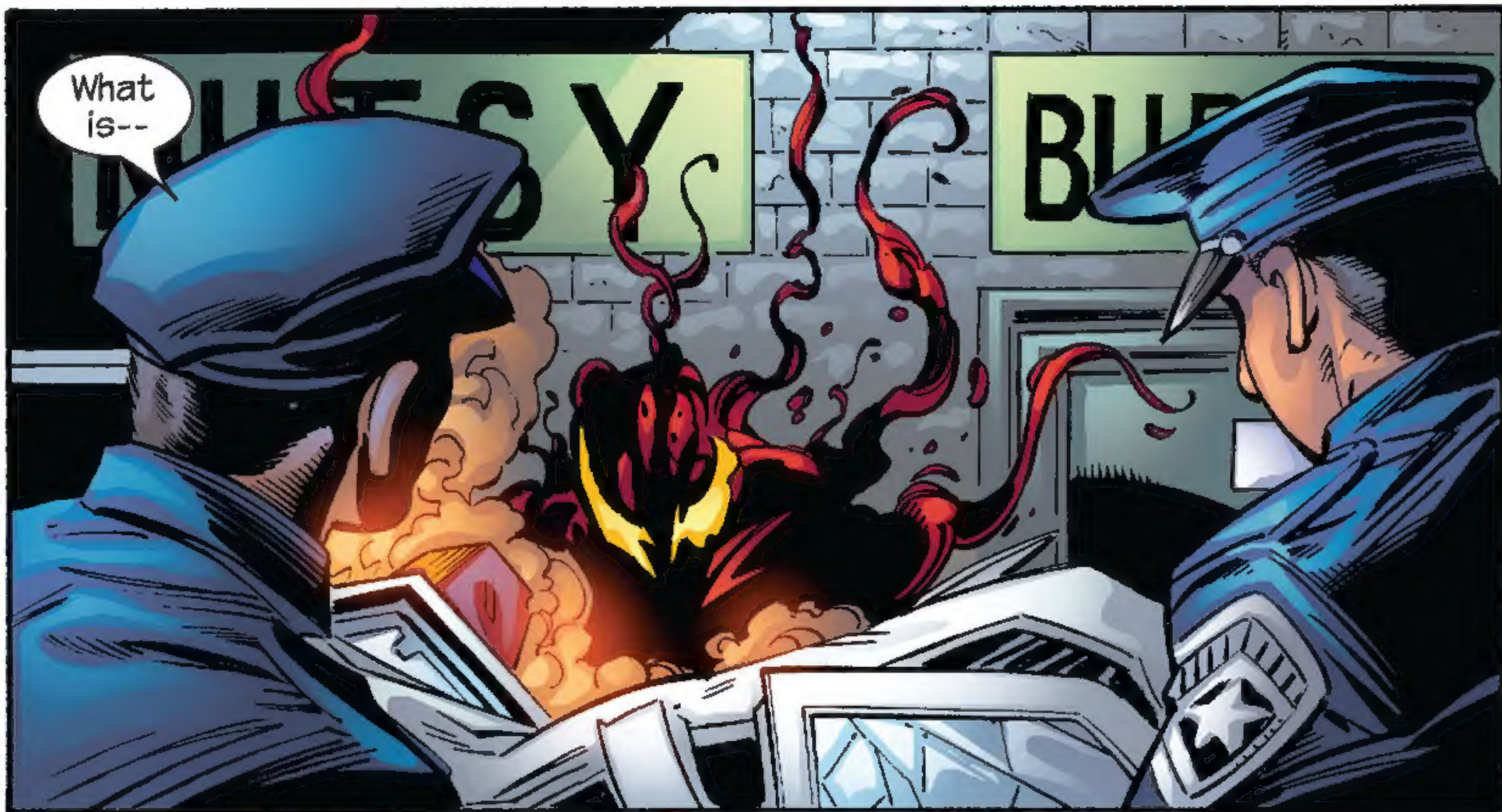


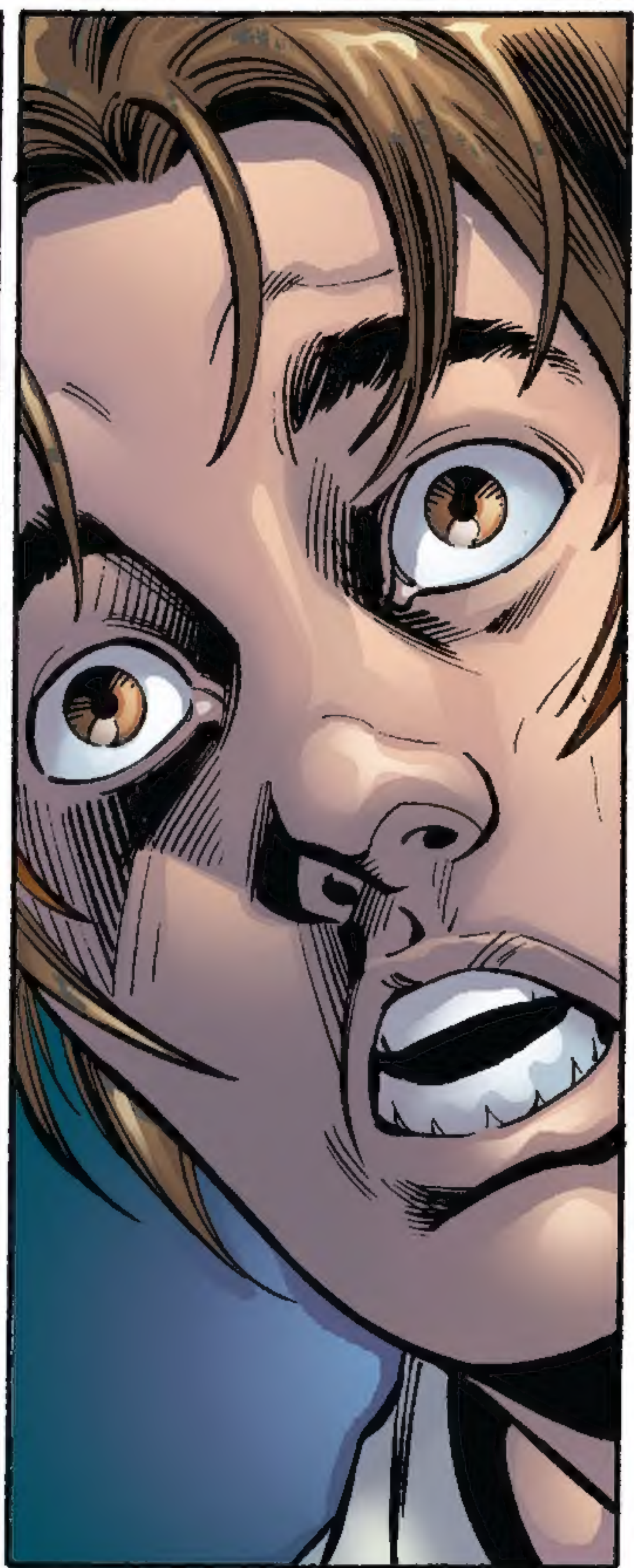
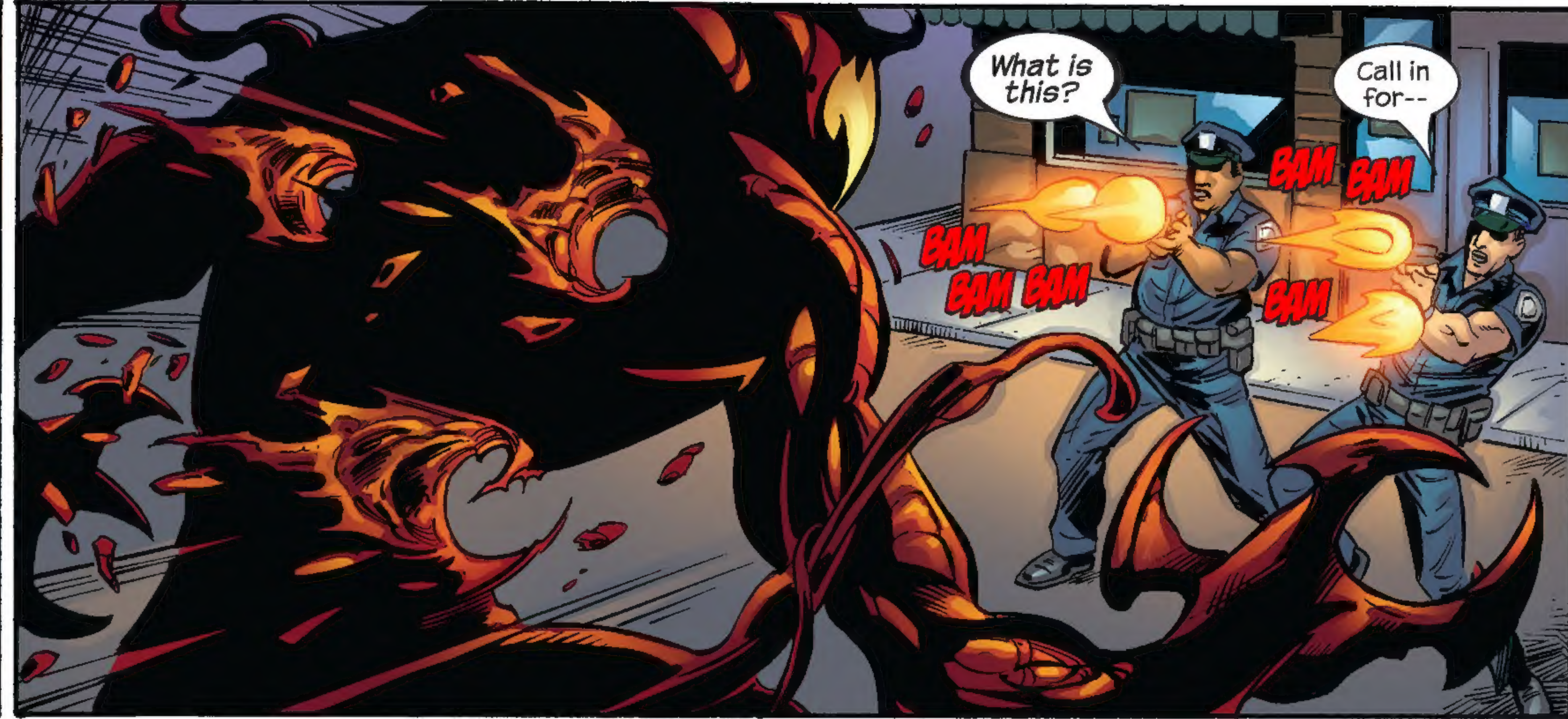
Great!

Now I have to chase it in my underwear.

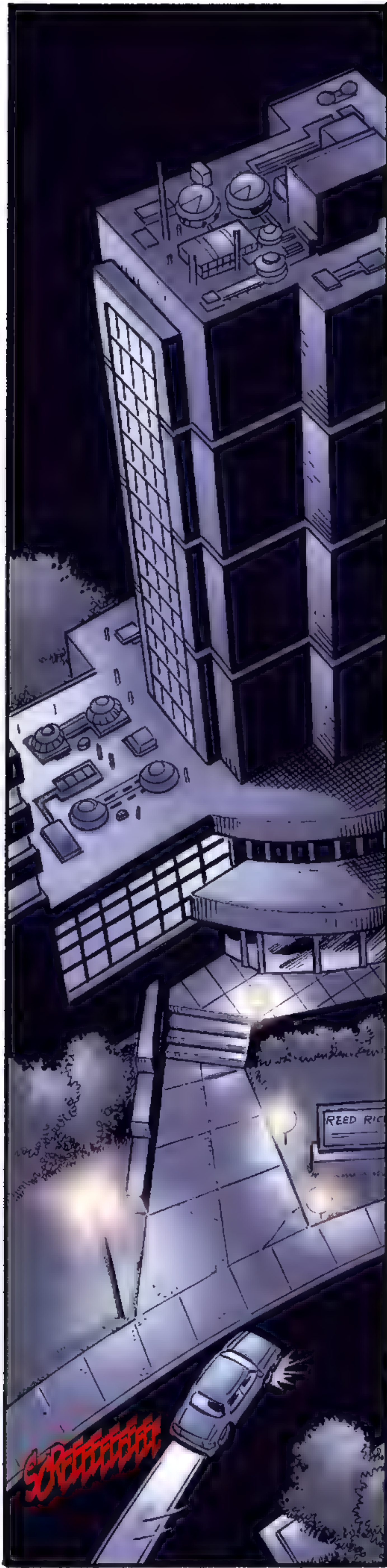


Oh, no...



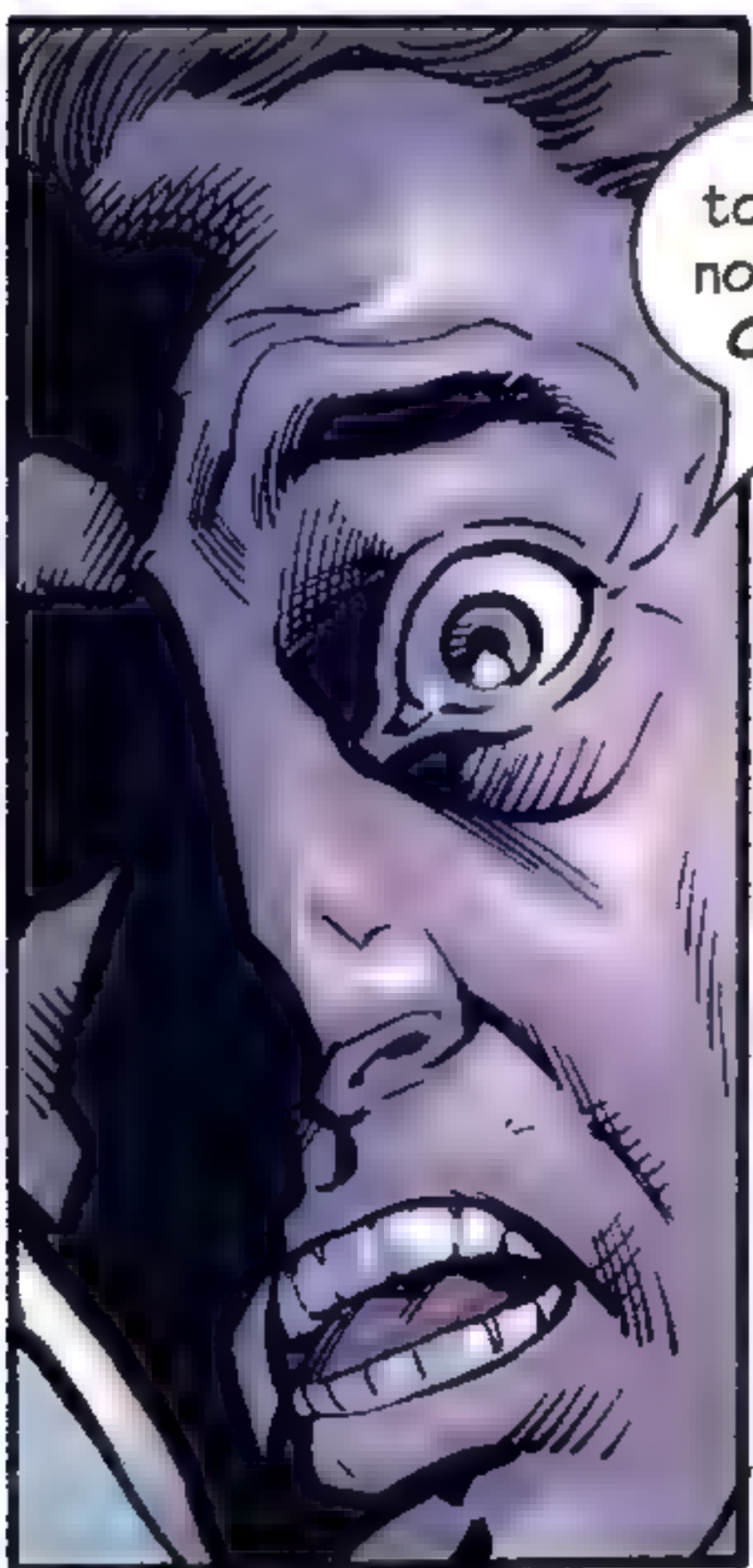






Find some way to *kill* it? I don't even know what kind of mutation it is, let alone if it's even alive--

The splicing was such an organic--



Just have to go over the notes and see--
ohmygod!!



Oh man, Peter!!

Peter, okay.

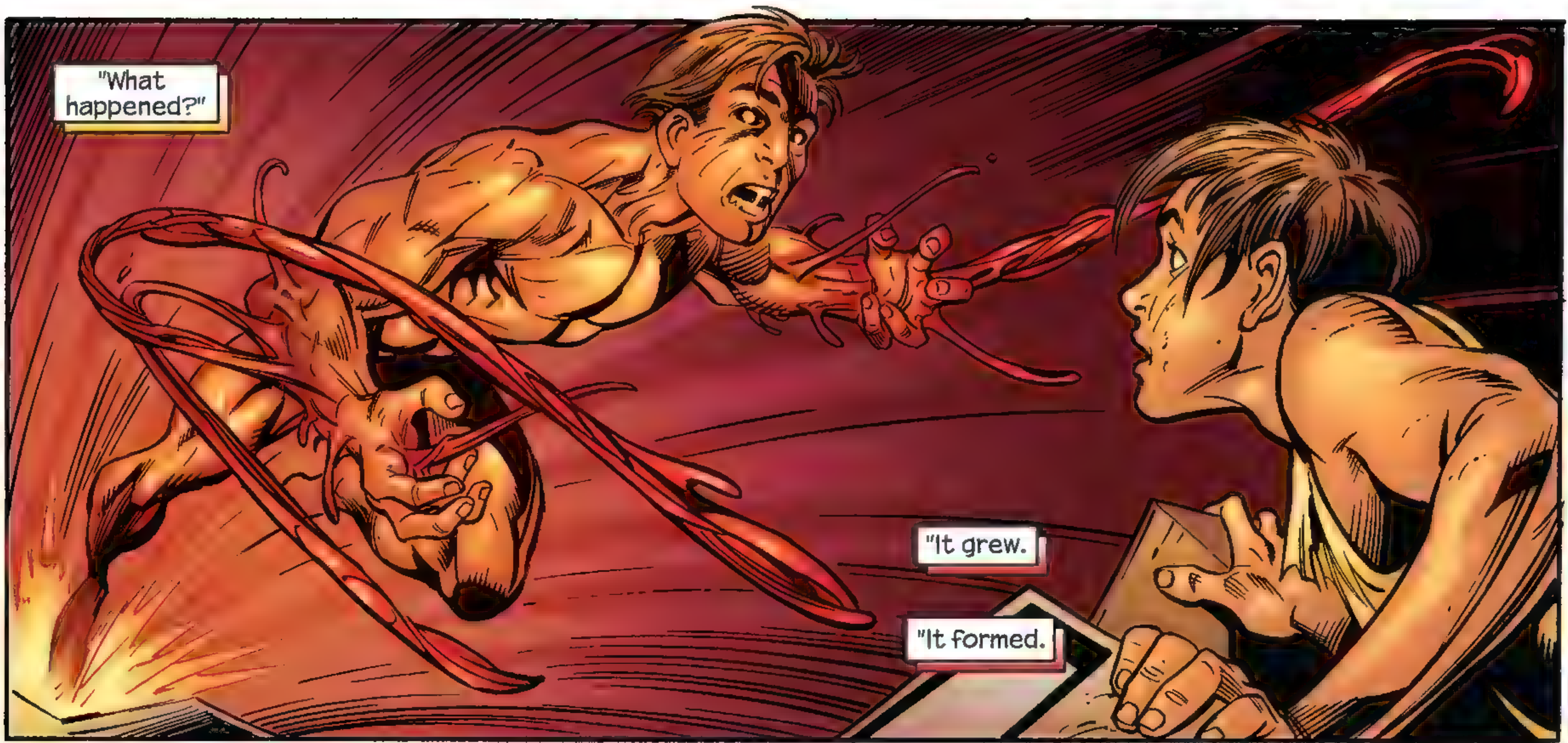
Where is he- it? Where is it? What happened?



It's done.

What happened?





"What happened?"

"It grew."

"It formed."



"It grew itself into something that I knew meant it was either me or it."



"It was either me...or it."

SMACK

"It wanted *me*!"

"And it was only then and there that I understood why."

"I understood it needed *me* to live."



AAGGRRH!

SMACK

"It looked like it needed to constantly *rebuild* its damaged DNA matrix by- by *feeding* off people."

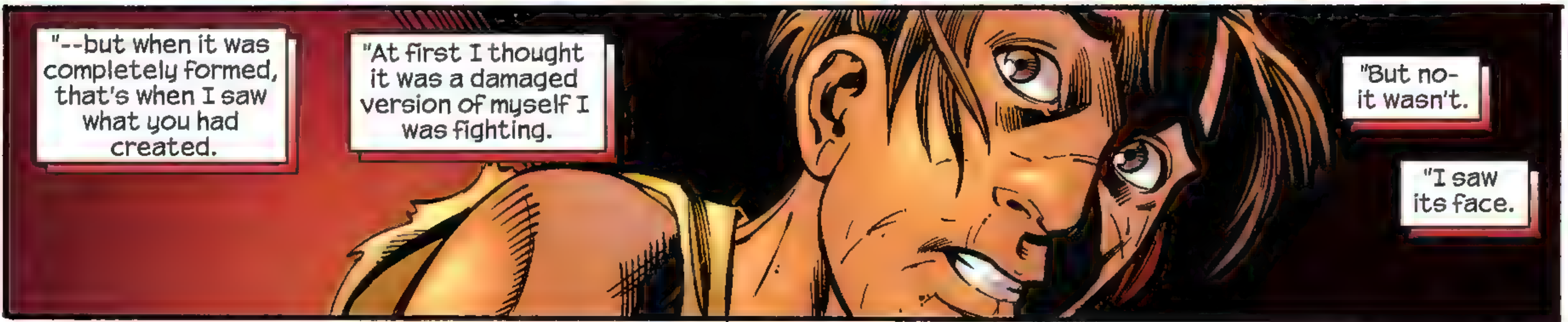
"I think it needed me in particular because we share DNA. That's why it was at my house."



"I don't know if it *knew* that's why it was coming at me or not--"

AARRGHH!!

SMASH

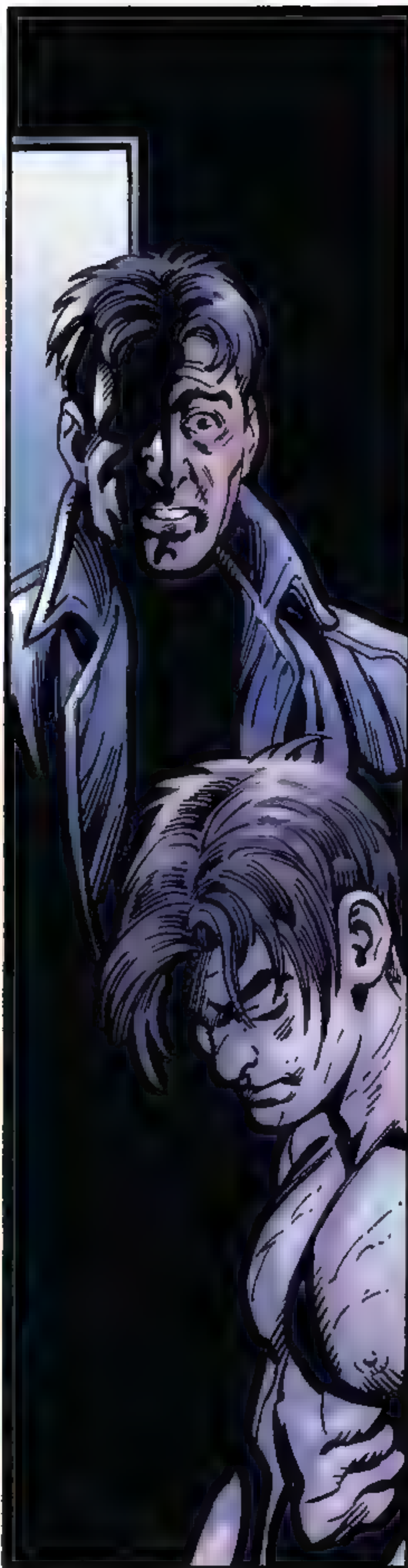
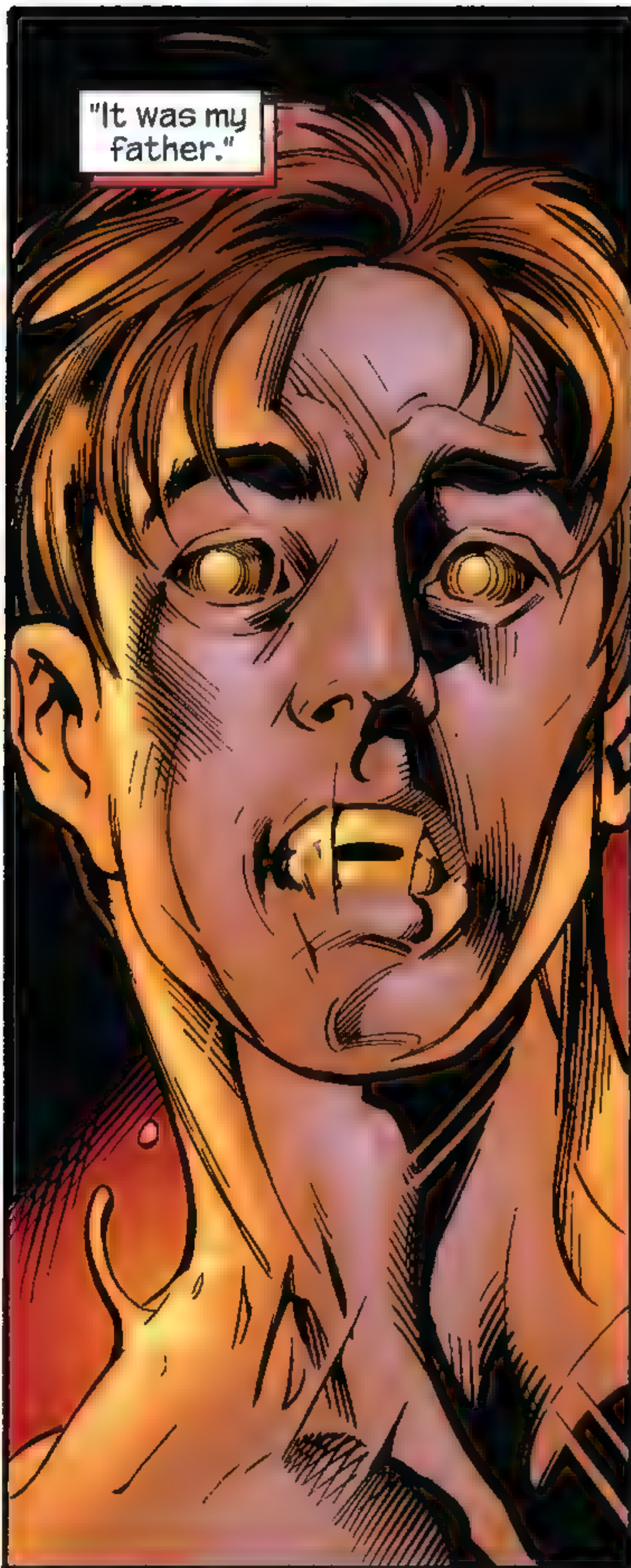


"--but when it was completely formed, that's when I saw what you had created."

"At first I thought it was a damaged version of myself I was fighting."

"But no- it wasn't."

"I saw its face."



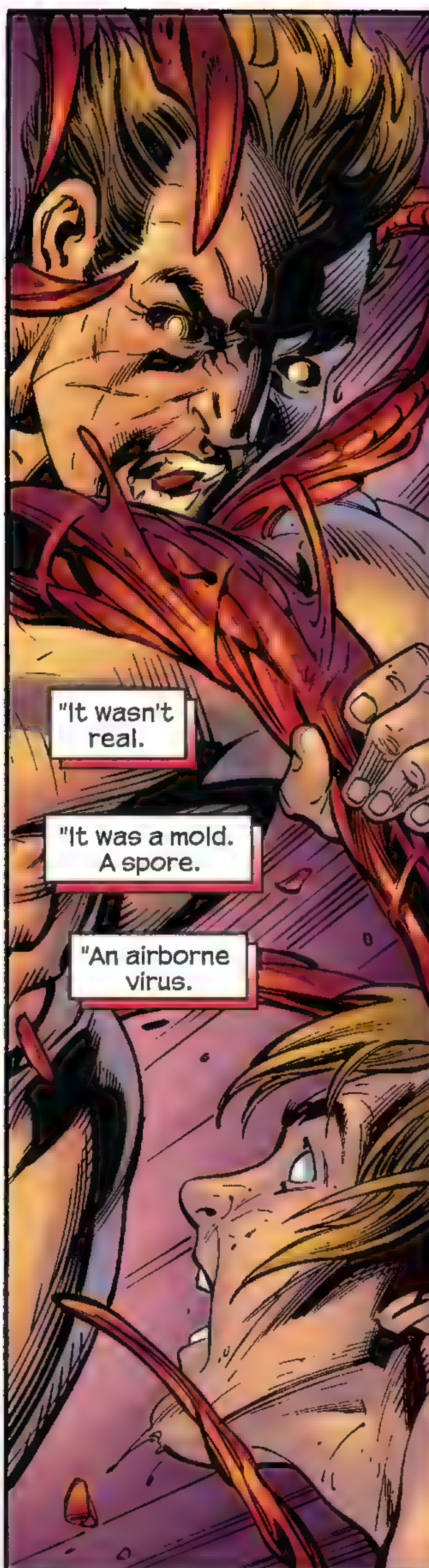


"I stopped thinking."

"I just did what I knew I had to do."

"Fact is, this thing wasn't alive."

"It was never alive and it was never going to be."



"It wasn't real."

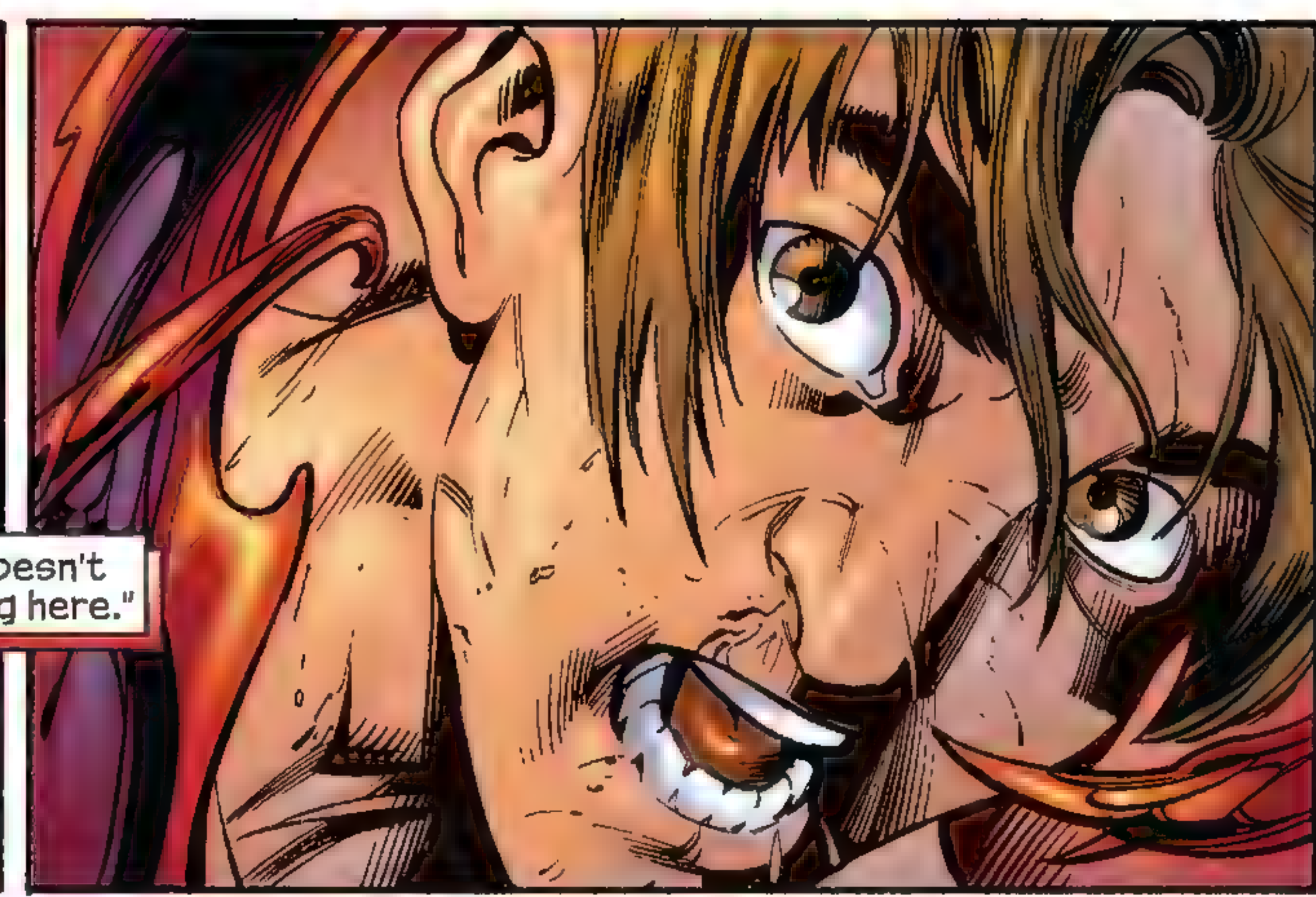
"It was a mold. A spore."

"An airborne virus."

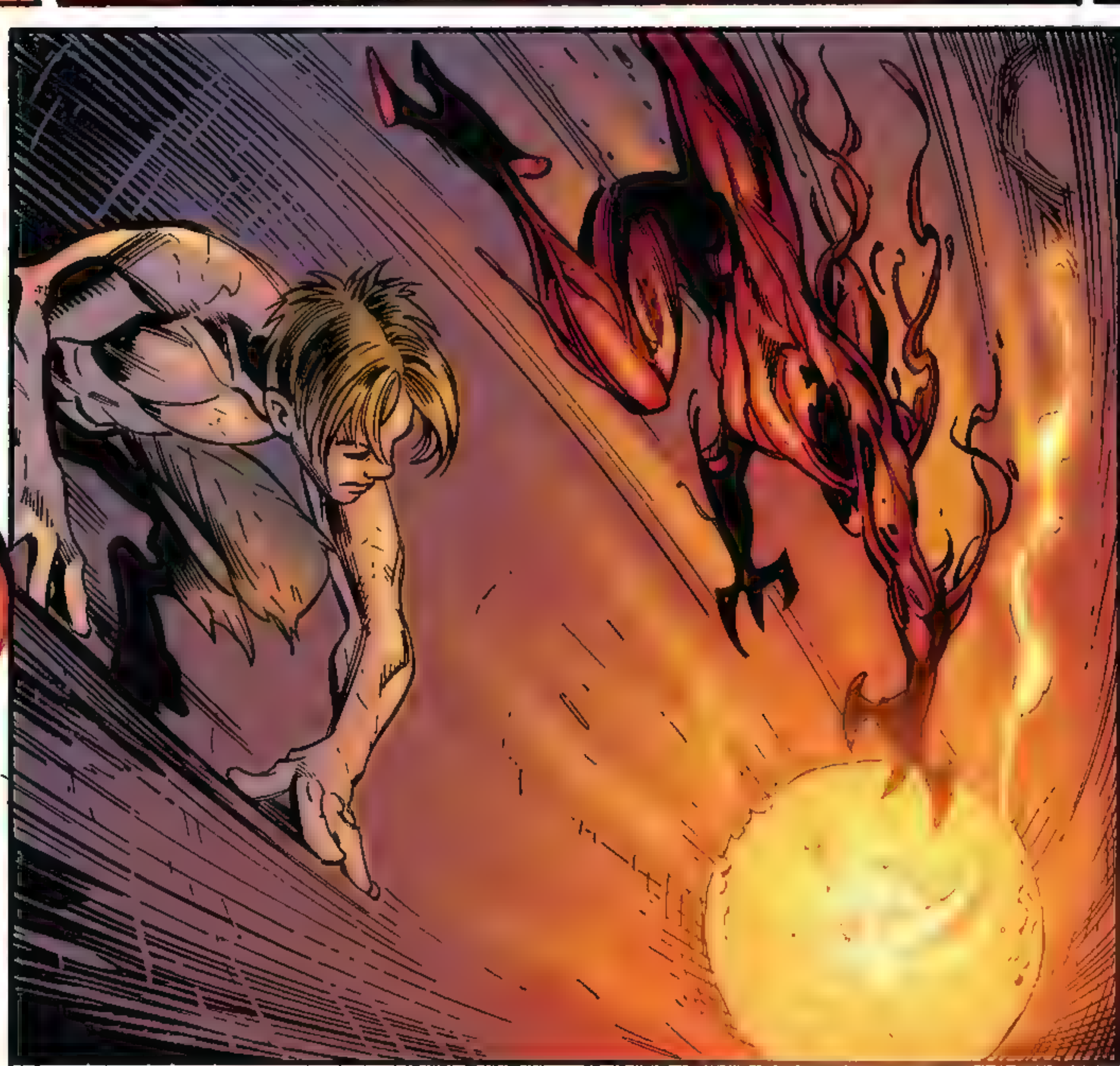
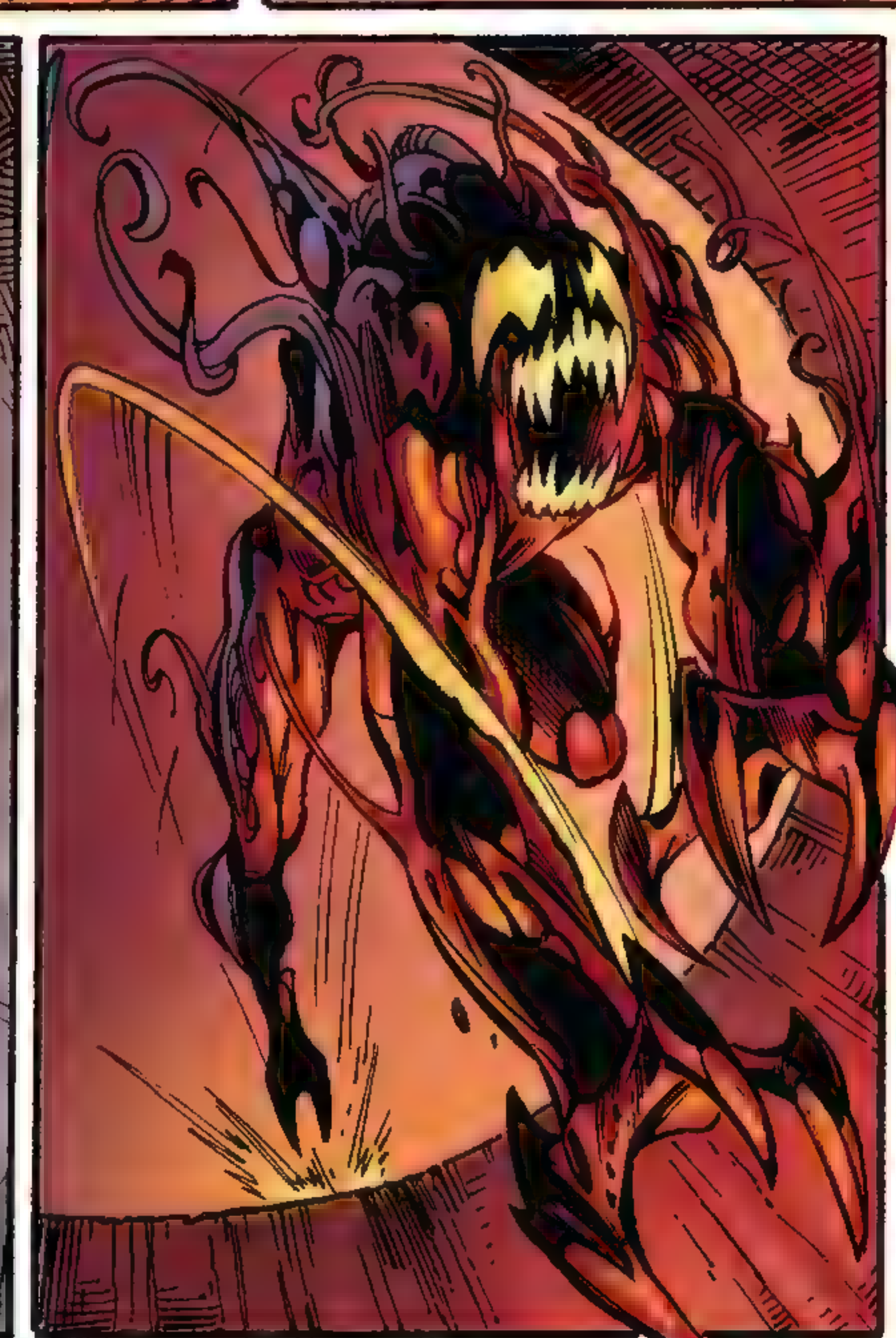
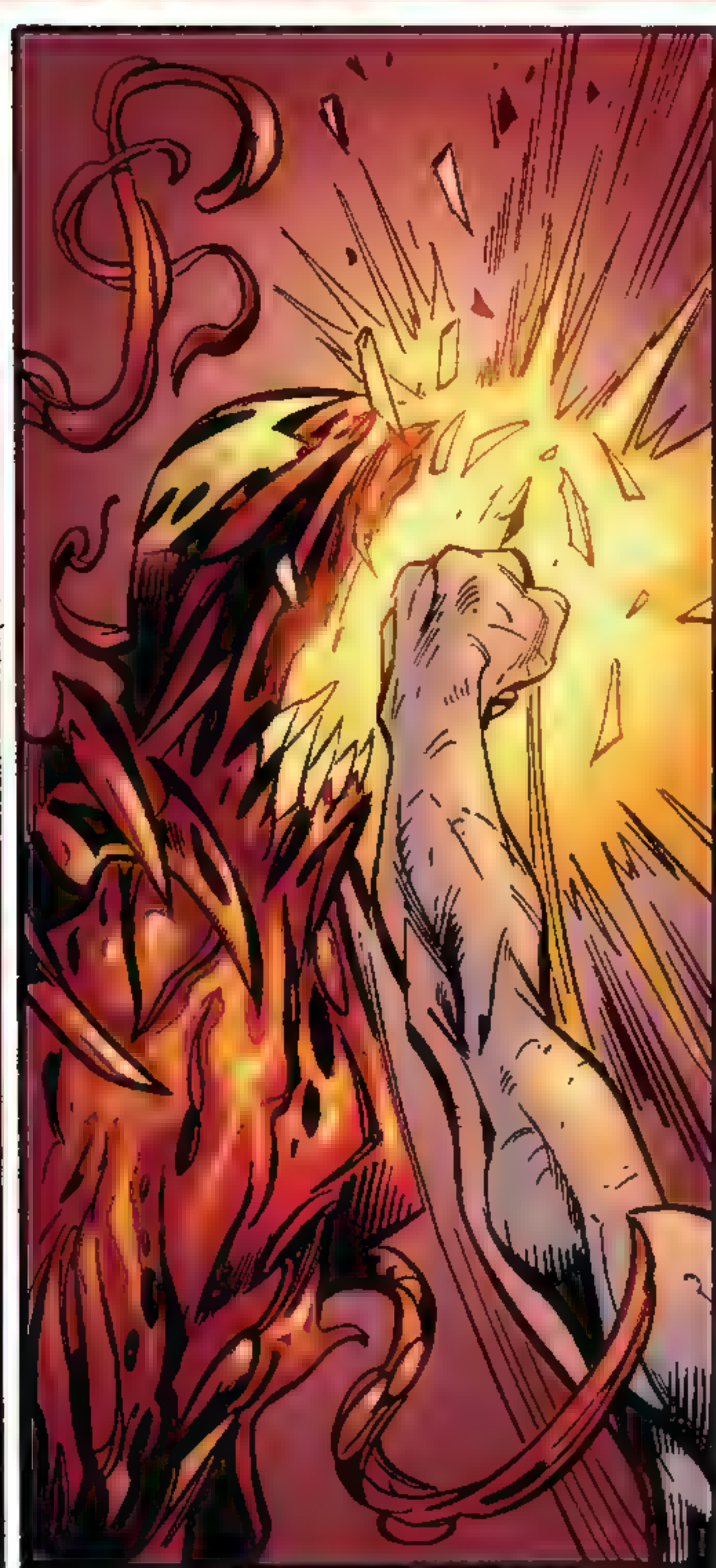


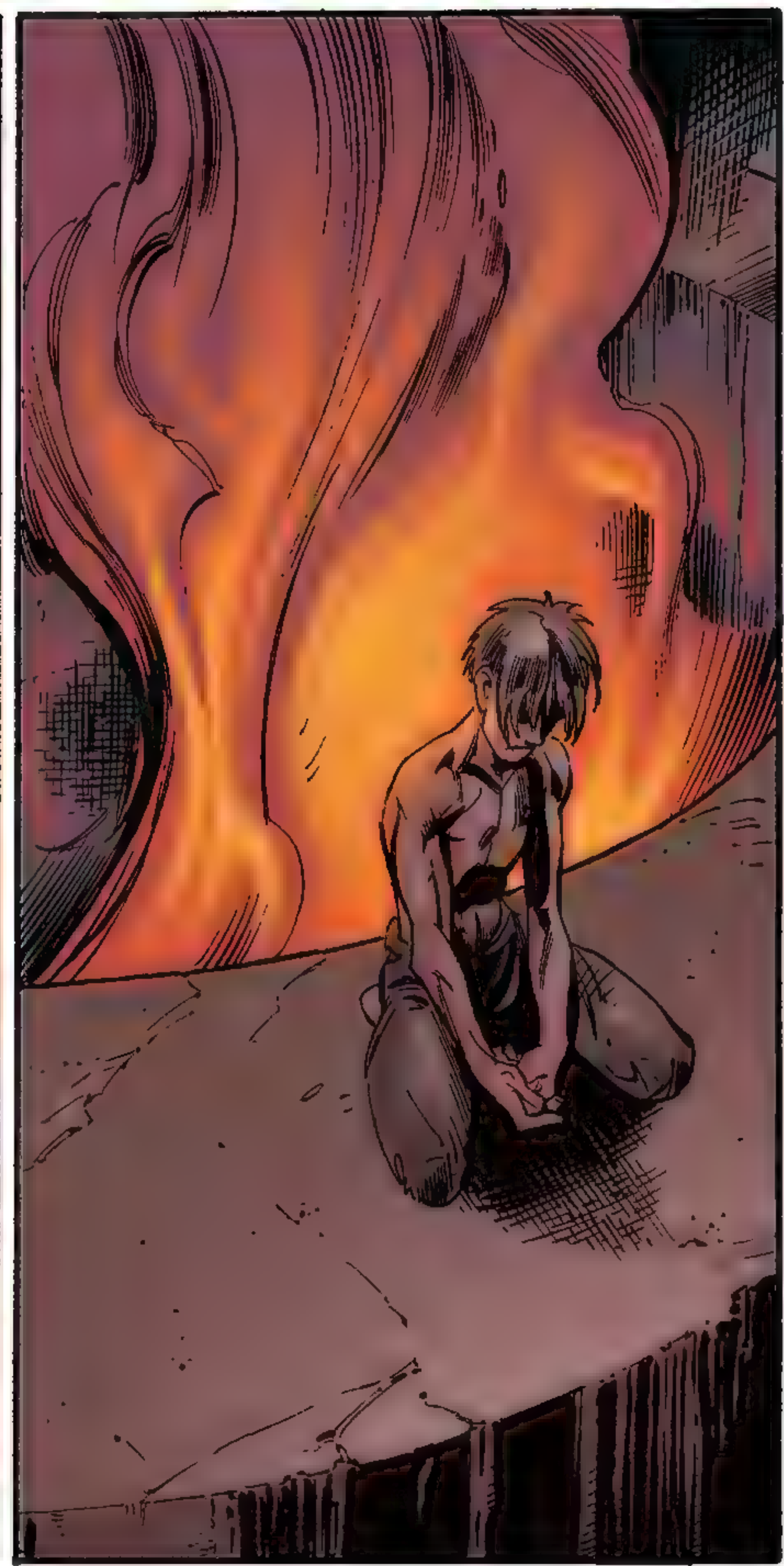
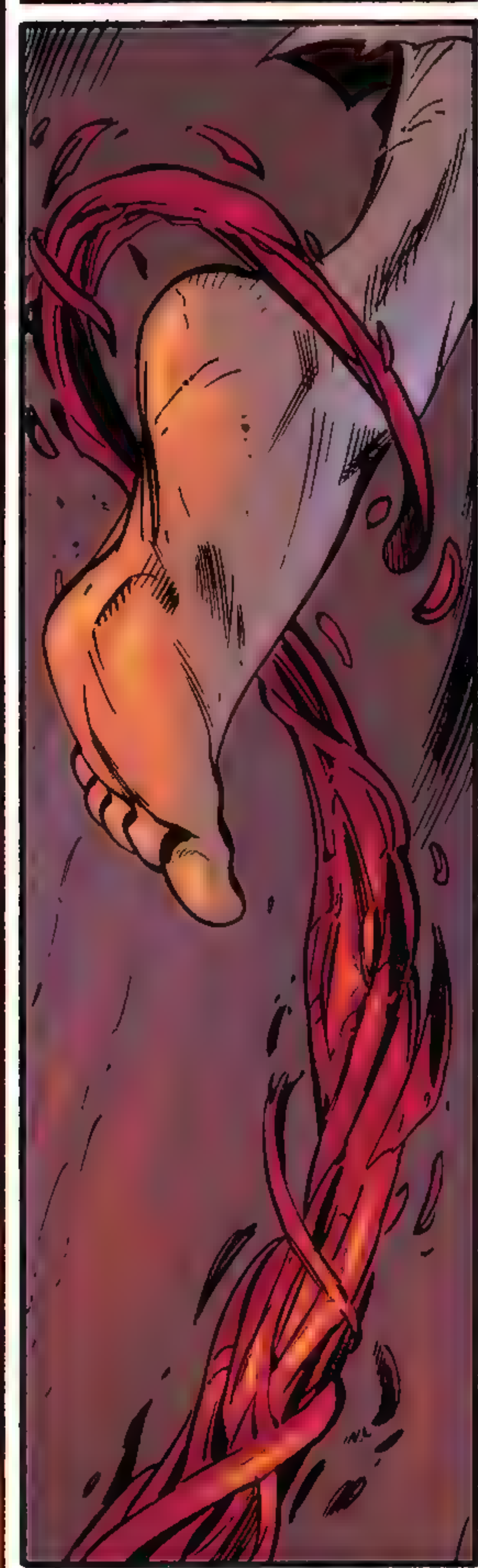
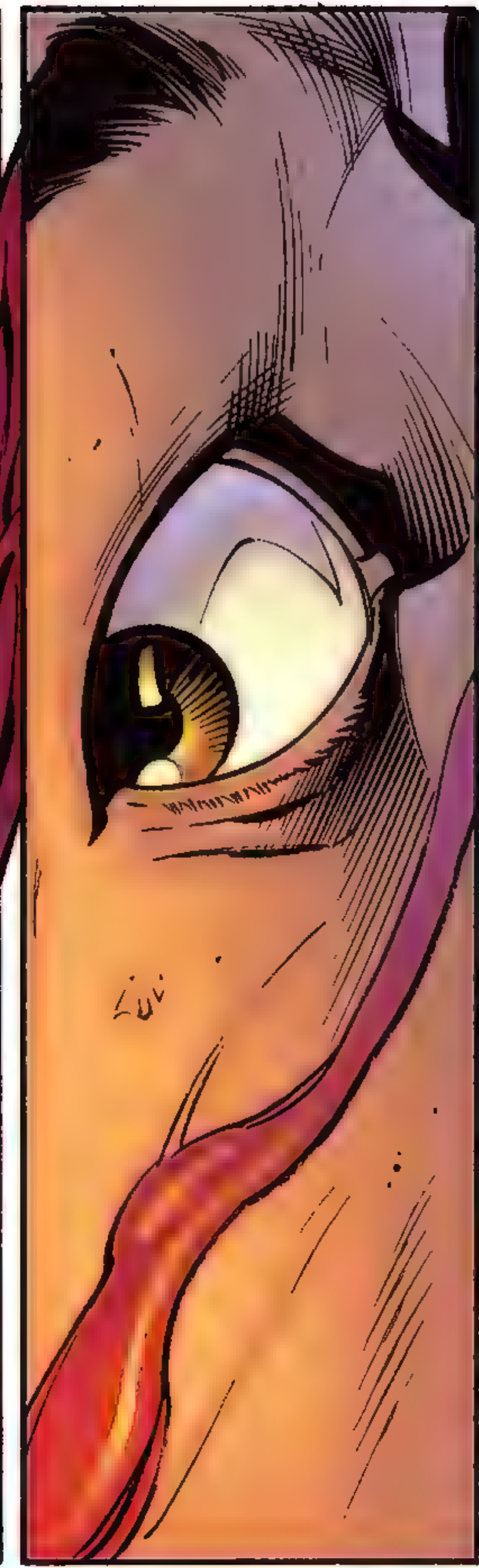
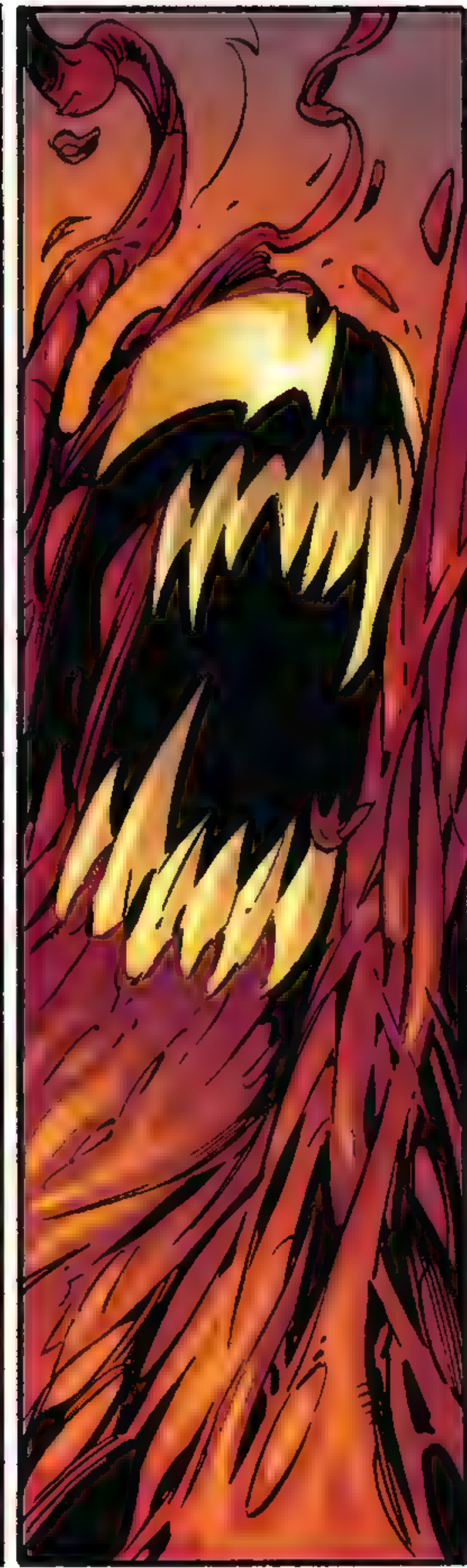
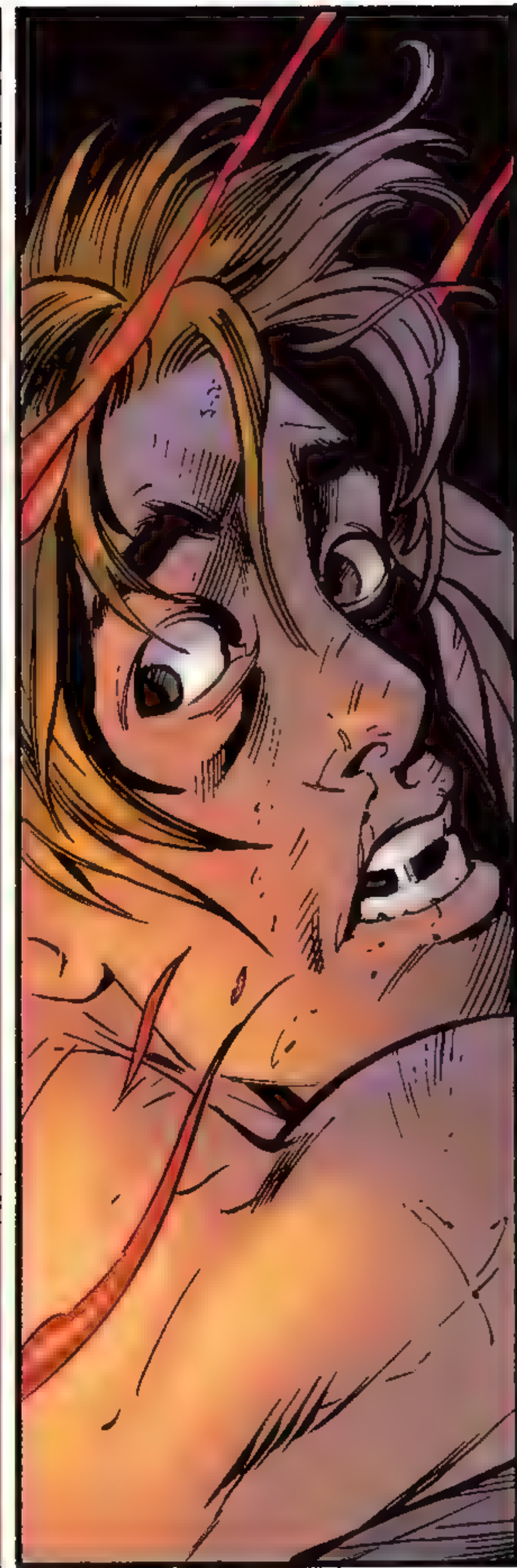
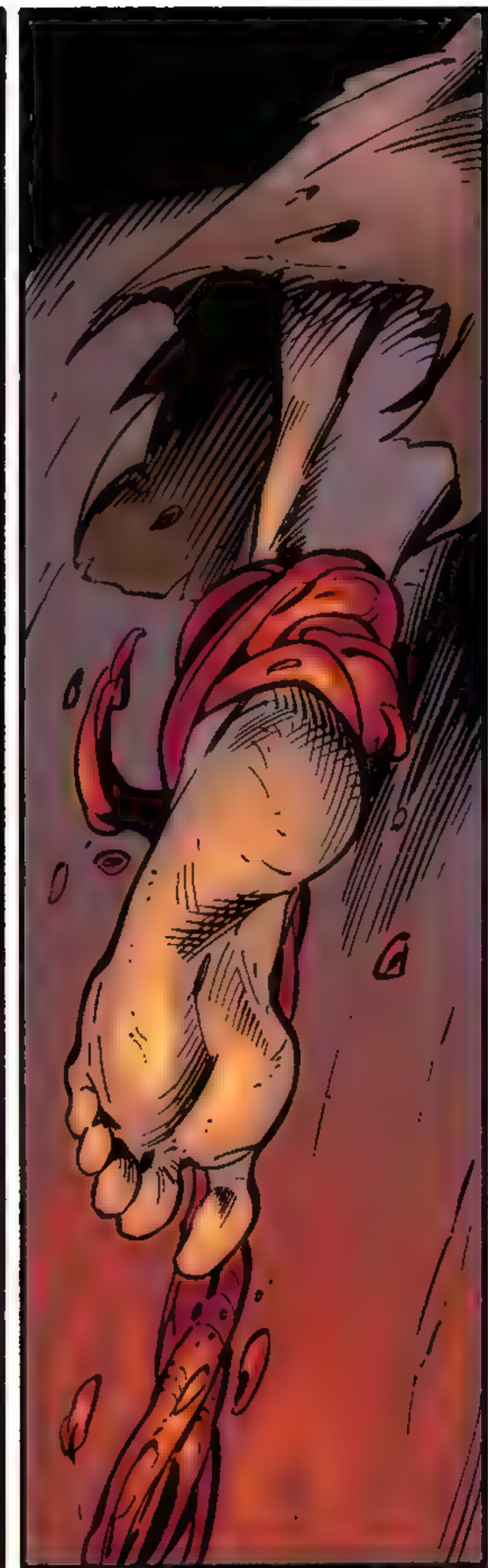
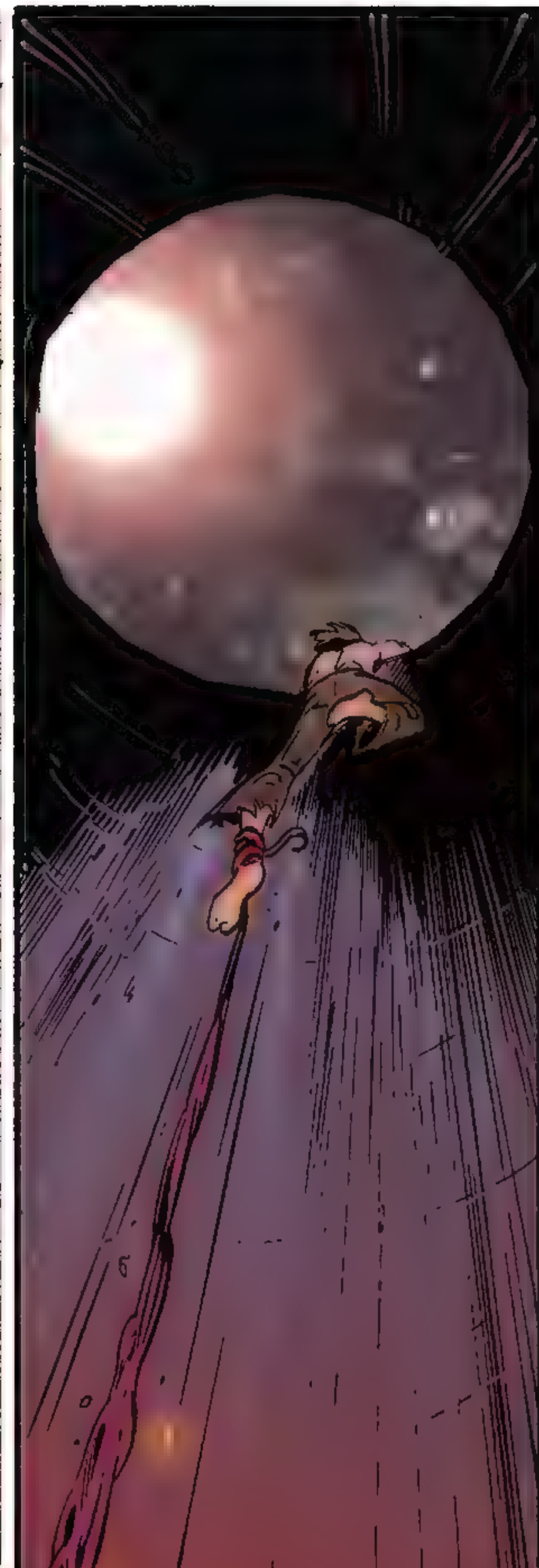
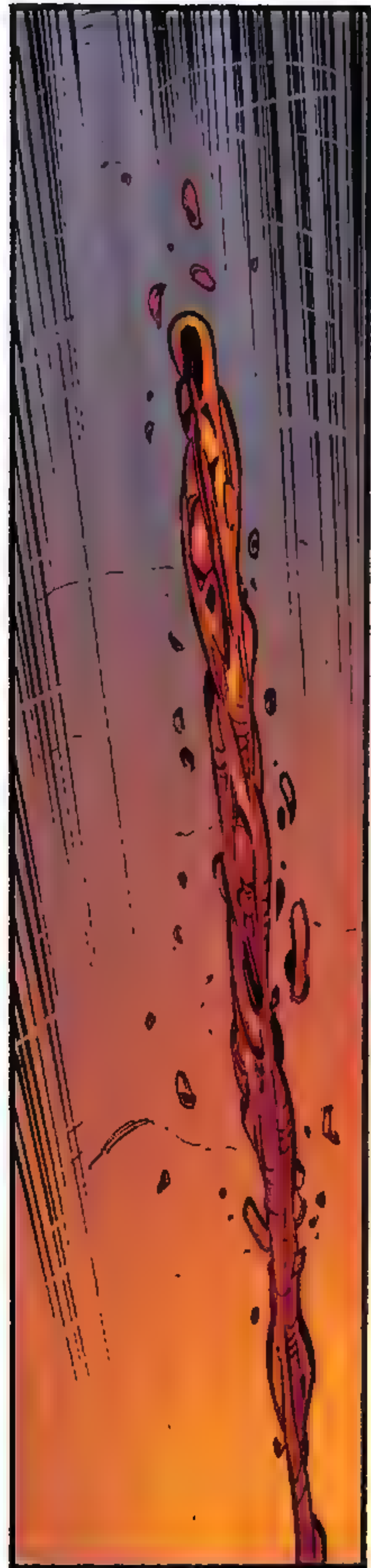
"It had no soul. No brain."

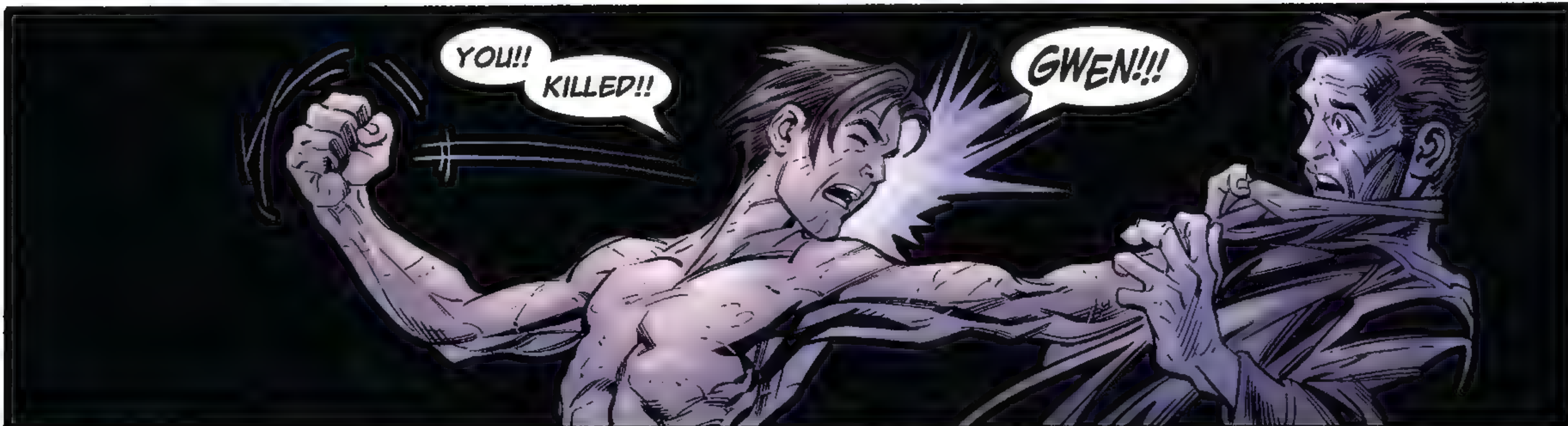
"You created it out of nothing and it was- it was nothing."

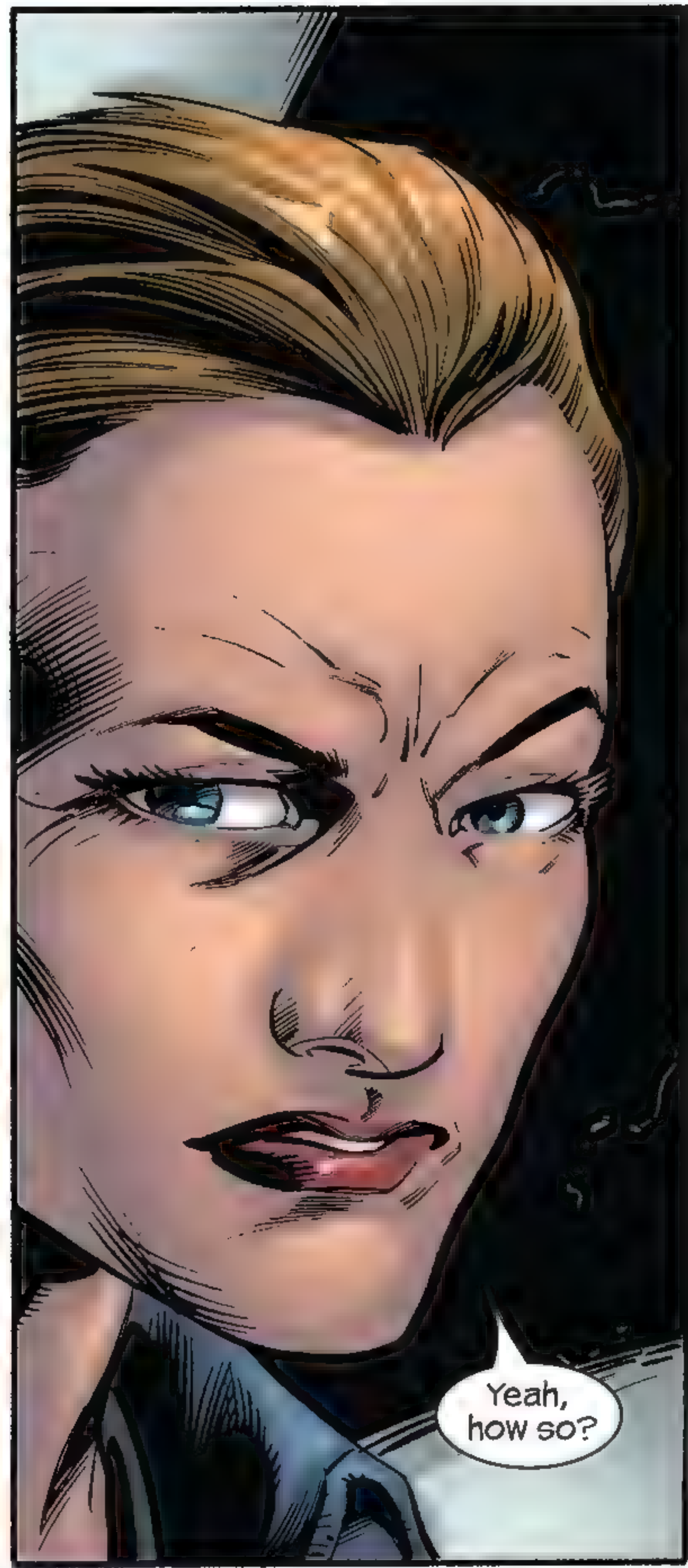
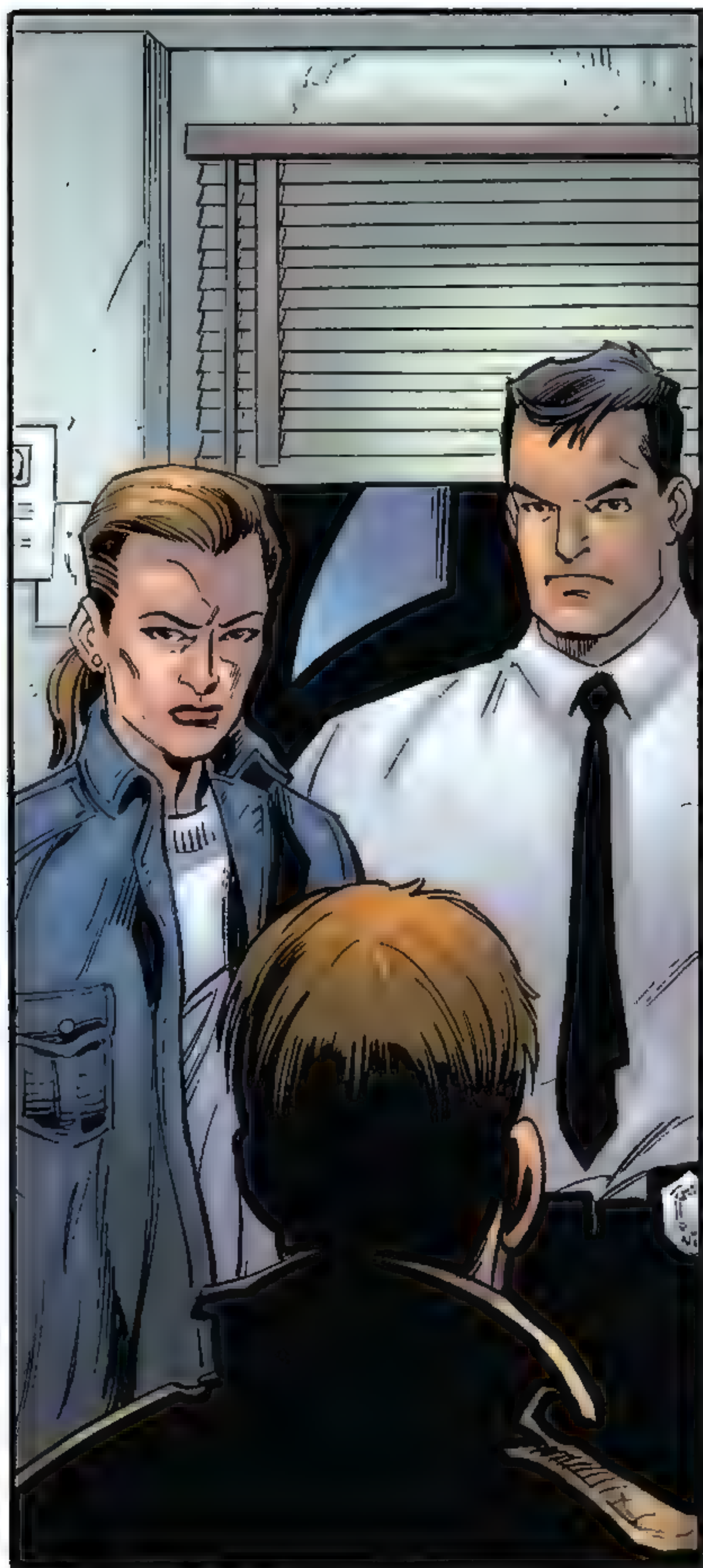


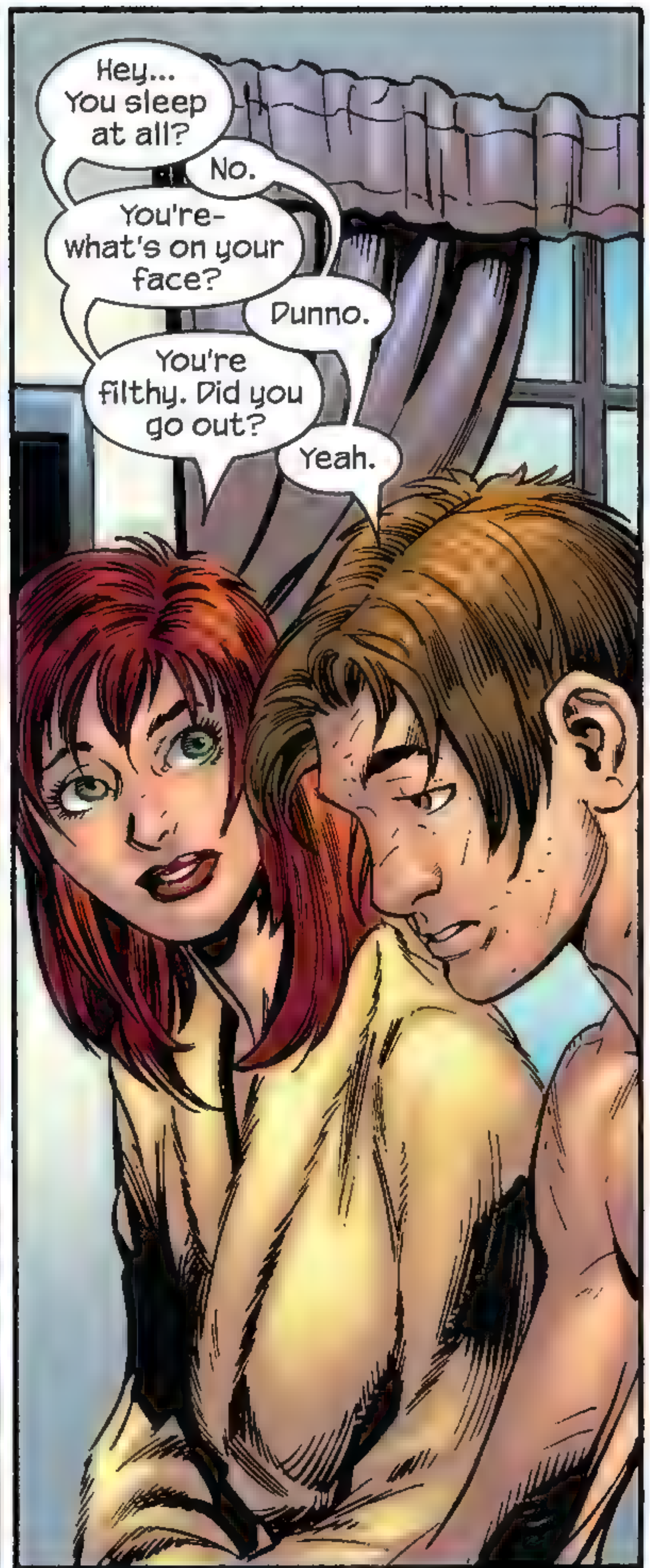
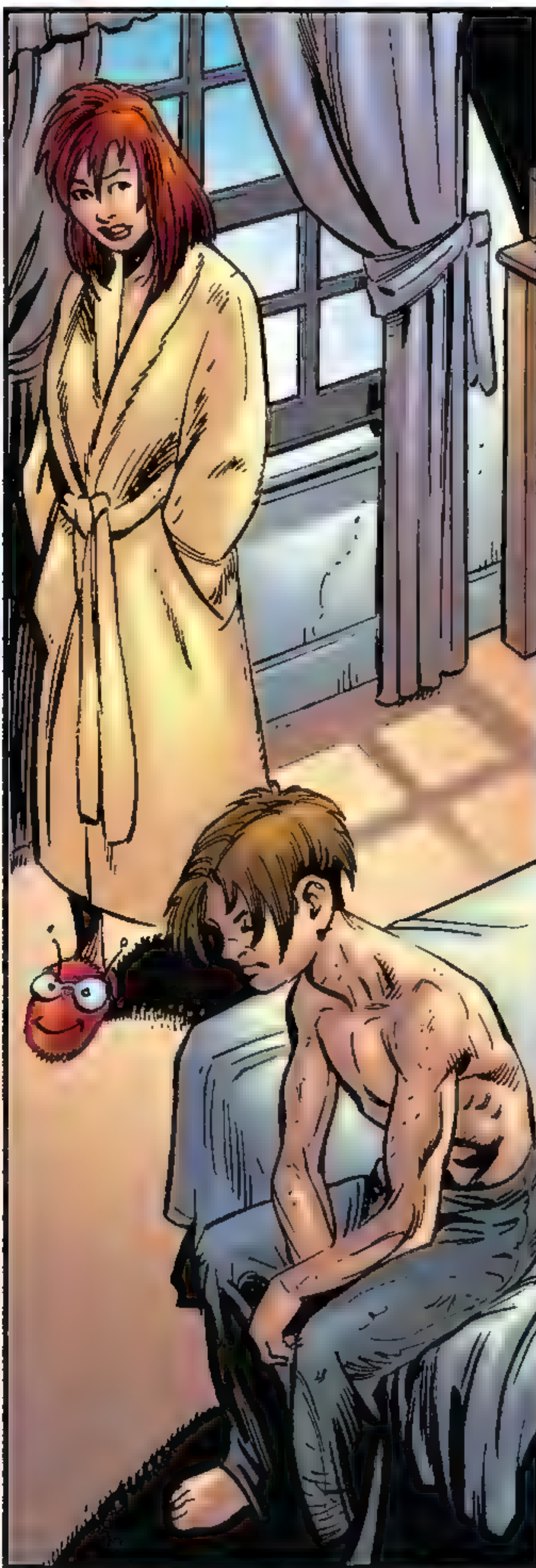
"It doesn't belong here."











Hey... You sleep at all?

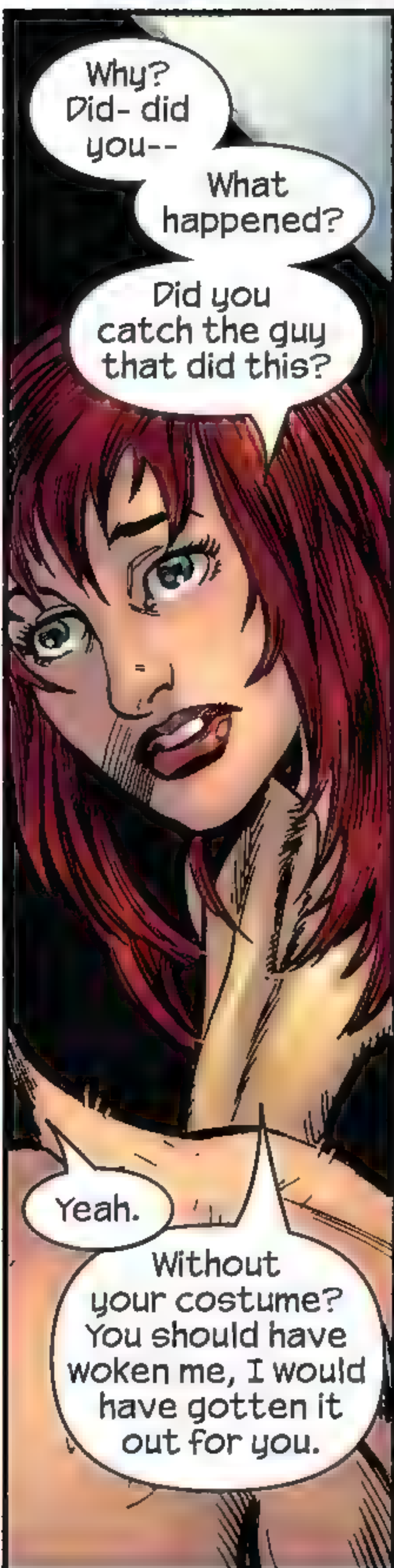
No.

You're- what's on your face?

Dunno.

You're filthy. Did you go out?

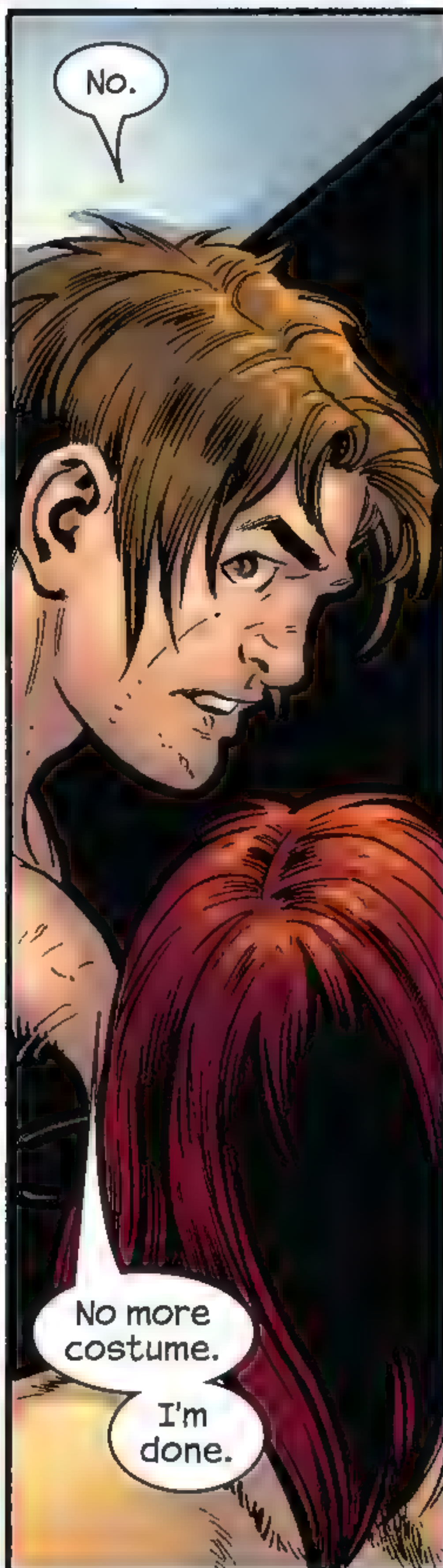
Yeah.



Why? Did- did you--

What happened?

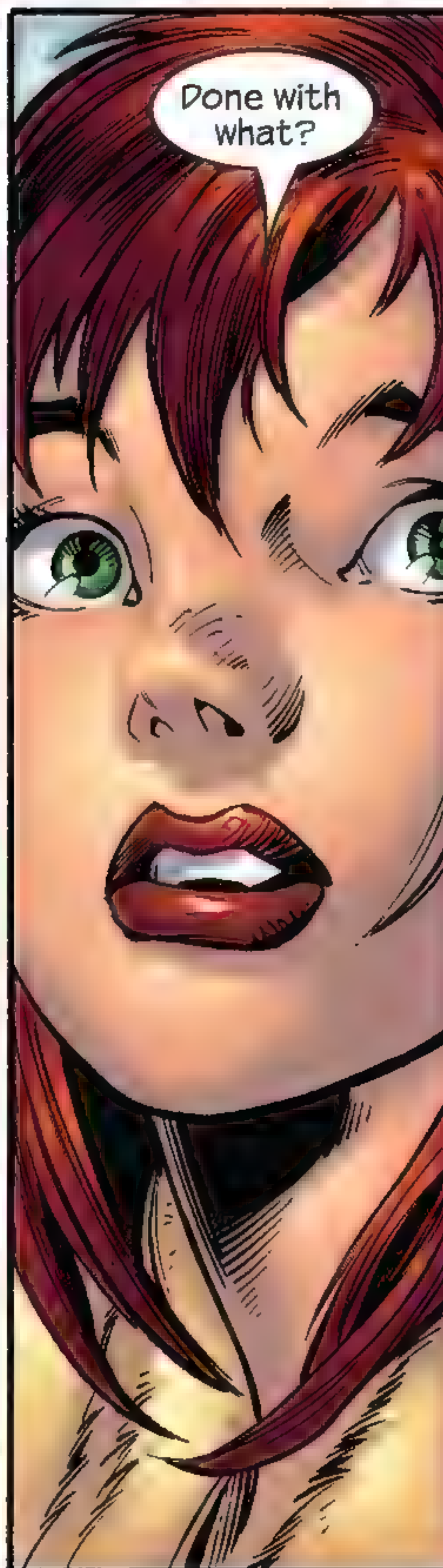
Did you catch the guy that did this?



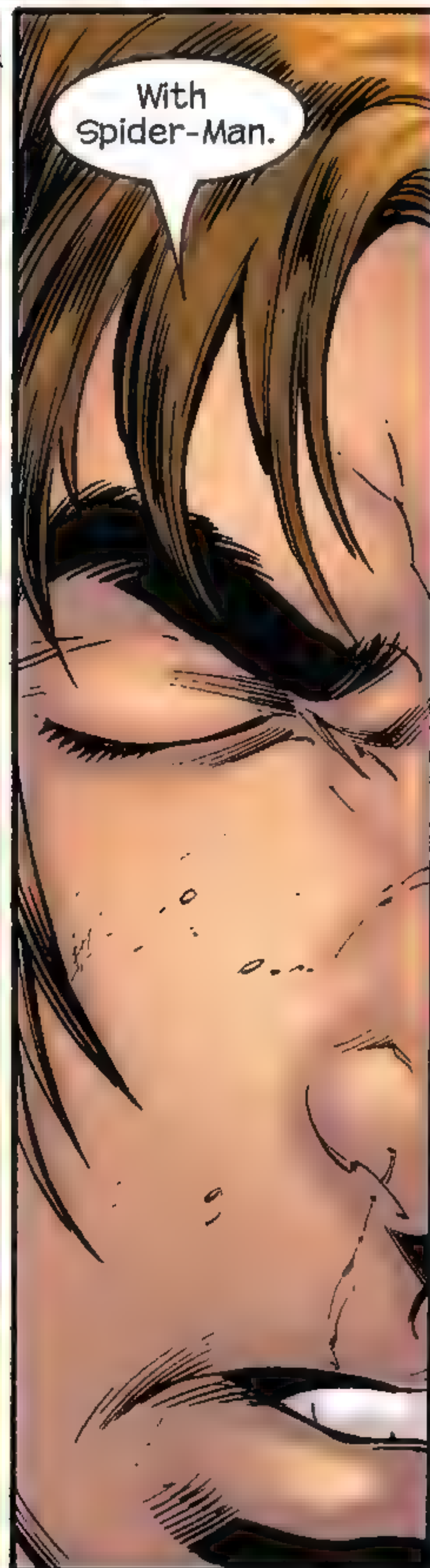
No.

No more costume.

I'm done.



Done with what?



With Spider-Man.





No
more.







SON OF ULTRAMAN